

EXHIBIT A



1600 Pioneer Tower
888 SW Fifth Avenue
Portland, Oregon 97204
503.221.1440

July 16, 2010

Invoice No. 1449308
Matter No. 034618-00002

Stayton SW Assisted Living, L.L.C.
c/o Shirley Dunn
Hamstreet & Associates
c/o SunWest Management, Inc.
P.O. Box 3006
Salem, OR 97302-0006

STATEMENT FOR PERIOD THROUGH 6/30/10

FOR LEGAL SERVICES RENDERED: Reorganization

Costs and Expenses Detail

<u>DATE</u>	<u>DESCRIPTION</u>	<u>AMOUNT</u>
06/01/10	Air/Express Delivery -- UPS USDC	\$17.14
06/01/10	Postage	\$51.60
06/01/10	Postage	\$12.60
06/02/10	Postage	\$15.40
06/02/10	Postage	\$30.80
06/03/10	Certified copies/certificates -- U.S. District Court	\$15.00
06/03/10	Air/Express Delivery -- FEDEX Pacifica Co.	\$18.23
06/07/10	Air/Express Delivery -- FEDEX Fidelity National	\$27.23
06/07/10	Postage for mailer	\$38.72
06/08/10	Transcript/Reporter fees -- Deb Wilhelm LLC	\$87.30
06/08/10	Postage	\$17.30
06/08/10	Postage	\$15.86
06/08/10	Air/Express Delivery -- FEDEX Fidelity National	\$15.00
06/08/10	Air/Express Delivery -- FEDEX Fidelity National	\$19.93
06/08/10	Transcript/Reporter fees -- Deb Wilhelm LLC	\$15.30
06/09/10	Air/Express Delivery -- FEDEX USDC	\$16.57
06/10/10	Local Messenger/Delivery -- B & L Delivery Inc. Clyde Hamstreet	\$13.32
06/11/10	Air/Express Delivery -- FEDEX WilmerHale	\$64.68

PLEASE RETURN ONE COPY WITH PAYMENT

EMPLOYER IDENTIFICATION NUMBER: 93-0633194

THIS STATEMENT MAY NOT INCLUDE EXPENSE ITEMS FOR WHICH WE HAVE NOT YET BEEN BILLED, OR REFLECT PAYMENTS RECEIVED AFTER THE STATEMENT DATE. A LATE CHARGE OF 9% PER ANNUM (3/4% PER MONTH) WILL ACCRUE ON INVOICES UNPAID AFTER 30 DAYS.

Invoice # 1449308

034618-00002

Page 2

<u>DATE</u>	<u>DESCRIPTION</u>	<u>AMOUNT</u>
06/11/10	Postage	\$117.96
06/11/10	Postage	\$9.84
06/14/10	Westlaw Public Records Search	\$1,385.23
06/14/10	Postage	\$91.94
06/16/10	Postage	\$116.29
06/17/10	Local Messenger/Delivery - - World Courier Ground, Inc. USPO	\$22.62
06/17/10	Postage	\$58.57
06/17/10	Postage	\$133.22
06/17/10	Air/Express Delivery - - FEDEX From: Simpson, Thacher et al	\$107.88
06/18/10	Filing fees - - M Brodie Large	\$200.00
06/18/10	Postage	\$91.20
06/18/10	Postage	\$129.75
06/18/10	Air/Express Delivery - - FEDEX Return to S.Dennis	\$15.43
06/18/10	Air/Express Delivery - - FEDEX From: Dave Reddington	\$12.62
06/18/10	Air/Express Delivery - - FEDEX From: Clarence Johnson	\$20.64
06/18/10	Air/Express Delivery - - FEDEX Return to S.Dennis	\$19.26
06/18/10	Air/Express Delivery - - FEDEX From: Clarence Johnson	\$20.64
06/19/10	Air/Express Delivery - - FEDEX From: Ryan	\$33.87
06/19/10	Air/Express Delivery - - FEDEX From: Dave Reddington	\$12.62
06/19/10	Air/Express Delivery - - FEDEX From: Dave Reddington	\$12.62
06/19/10	Air/Express Delivery - - FEDEX From: Dave Reddington	\$12.62
06/21/10	Air/Express Delivery - - FEDEX Leonard Montoya	\$33.39
06/21/10	Air/Express Delivery - - FEDEX From: Kurka	\$12.62
06/21/10	Air/Express Delivery - - FEDEX From: Blacker	\$18.27
06/21/10	Air/Express Delivery - - FEDEX From: Pates	\$19.26
06/21/10	Air/Express Delivery - - FEDEX From: Elshout	\$27.62
06/21/10	Air/Express Delivery - - FEDEX From: Dave Reddington	\$12.62
06/21/10	Air/Express Delivery - - FEDEX Return to S.Dennis	\$19.26

Invoice # 1449308

034618-00002

Page 3

<u>DATE</u>	<u>DESCRIPTION</u>	<u>AMOUNT</u>
06/21/10	Air/Express Delivery -- FEDEX From: Hosler	\$18.27
06/21/10	Air/Express Delivery -- FEDEX Laurence & Sally Krause	\$33.39
06/21/10	Air/Express Delivery -- FEDEX Northridge Properties	\$18.18
06/21/10	Air/Express Delivery -- FEDEX Willis Ryers	\$15.43
06/21/10	Air/Express Delivery -- FEDEX Return to S.Dennis	\$12.62
06/21/10	Air/Express Delivery -- FEDEX Reed Johnson	\$33.12
06/21/10	Air/Express Delivery -- FEDEX Scott Wolfe	\$17.34
06/21/10	Air/Express Delivery -- FEDEX Victor & Patsy Lund	\$33.84
06/21/10	Air/Express Delivery -- FEDEX Judith Allen	\$18.18
06/21/10	Air/Express Delivery -- FEDEX David & Gab Petrucelli	\$33.84
06/21/10	Air/Express Delivery -- FEDEX Jim & Judy Lyan	\$24.27
06/21/10	Air/Express Delivery -- FEDEX Michael & Suzanne	\$18.18
06/21/10	Air/Express Delivery -- FEDEX Return to S.Dennis	\$12.62
06/21/10	Air/Express Delivery -- FEDEX Kenneth Matwell	\$21.24
06/25/10	Postage	\$58.41
06/26/10	Postage	\$2,846.48
06/28/10	Postage	\$43.53
06/29/10	Westlaw Public Records Search - Vanessa Lee	\$126.00
06/29/10	Postage	\$4.65
06/29/10	Filing fees -- M Brodie Large	\$240.00
06/30/10	Copying Costs	\$12,388.30
TOTAL COSTS AND EXPENSES		\$19,290.35



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034618-00002

Page 4

CURRENT CHARGES **\$19,290.35**



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Matter No. 034618-02002

Stayton SW Assisted Living, L.L.C.
c/o Shirley Dunn
Hamstreet & Associates
c/o SunWest Management, Inc.
P.O. Box 3006
Salem, OR 97302-0006

STATEMENT FOR PERIOD THROUGH 6/30/10

FOR LEGAL SERVICES RENDERED: Asset Disposition

Time Detail

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/01/10	Revise Canyon Crest sale order regarding auction procedure (.3); prepare summary of all matters to be considered at June 1, 2010 sale hearing (.8); travel to Eugene for sale hearing (.0); attend hearing and sale auction for Canyon Crest property (.0); travel to Portland (.0); e-mail Mr. Estes regarding provision in Canyon Crest purchase and sale agreement requiring return of escrow deposit upon sale to a third party (.2); e-mail Messrs. Rundell and Estes regarding Coldwell Banker Real Estate commission on Canyon Crest sale (.2)	HBB	4.40	195.00	\$858.00
06/01/10	Review and revise proposed form of order regarding Canyon Crest (.3); multiple correspondence regarding management agreement terms as part of Chancellor Place bid (.3); review pleadings and prepare for sale hearings (1.3); telephone call with court clerk regarding hearings (.1); multiple communications, review and analysis of documents, information and work related to hearing matters, including preparation of bid procedures and meetings with potential bidders (2.6); court appearance to prosecute hearings on 363 sales and conduct auction of Canyon Crest property (2.6); follow-up work regarding hearing and sales and work on proposed form of orders (.7)	TJC	7.90	400.00	\$3,160.00

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034618-02002

Page 2

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/02/10	Revise Canyon Crest order pursuant to auction results (.9); e-mails regarding Chancellor Place closing (.6)	HBB	1.50	195.00	\$292.50
06/02/10	Review and revise proposed order regarding Canyon Crest and multiple correspondence with counsel regarding same (.3); review correspondence and telephone conference with Mr. Rundell regarding Willow sale negotiations (.3); work on multiple issues regarding remaining Divestco sales and course of action (.5); review and respond to revisions to form of order (.2); correspondence from Mr. Barry (.1); telephone message from and to Mr. Bandell regarding Chancellor Place (.1); multiple telephone calls, correspondence and analysis of documents to work on issues pertaining to Chancellor Place buyer (1.6); analyze contract changes needed to avoid closing issues and over-bid problems and modify documents accordingly (.6)	TJC	3.70	400.00	\$1,480.00
06/03/10	Telephone call to Mr. Conway and Mr. Estes regarding Chancellor Place closing (.2); conference call with Messrs. Conway and Estes and Pacifica regarding Chancellor Place due diligence and closing (.6); conference with Mr. Wettlaufer regarding closing Graham's Ferry sale (.2); conference with Mr. Conway regarding upcoming 363 sales (.5); review Graham's Ferry sale order and adversary proceeding judgment and telephone call to title company regarding same (.5); conference with Ms. Weber regarding preparations for upcoming divestco sales (.3); return telephone call to Mr. Estes (.1); e-mail Mr. Estes regarding potential Waterfield sale and 363 motion (.2)	HBB	2.60	195.00	\$507.00

Invoice # 1449309

034618-02002

Page 3

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/03/10	Telephone conference with Mr. Estes regarding Chancellor Place (.2); review and analyze purchase and sale agreement regarding Chancellor Place terms and conditions and determination of relevant duties and dates (.5); prepare for and conduct telephone conference with Chancellor Place buyer regarding contract issues (.6); review correspondence and address issues regarding Graham's Ferry closing (.3); analyze issues and course of action regarding remaining properties and sales negotiations and timing (.6); confer with Ms. Bjerk regarding sales motions and drafts of various pleadings (.5); review issues regarding Waterfield (.2)	TJC	2.90	400.00	\$1,160.00
06/04/10	E-mails to Messrs. Criswell and Estes regarding closing Canyon Crest sale (.3)	HBB	.30	195.00	\$58.50
06/04/10	Review issues, multiple correspondence, contracts and telephone conferences and devise course of action with respect to Colonial Gardens purchase and sale agreement issues (.8); review and work on Waterfield's sale documents and issues (.9)	TJC	1.70	400.00	\$680.00
06/05/10	Correspondence with Mr. Wettlaufer regarding Chancellor Place issues (.2)	TJC	.20	400.00	\$80.00
06/07/10	Telephone conference with Mr. Estes regarding Waterfield, Autumn Glen, Autumn Park, and Willow Creek sales (.4); e-mail Mr. Criswell revised purchase and sale agreement for Canyon Crest sale (.2); e-mail Ms. Bruck regarding Mr. Criswell's changes to Canyon Crest purchase and sale agreement (.2); respond to e-mail from Ms. Bruck regarding authority of Mr. Hamstreet to sign on behalf of tenants in common on Canyon Crest sale (.1)	HBB	.90	195.00	\$175.50
06/07/10	Multiple correspondence, review documents, and work on issues regarding Canyon Crest sales modifications and closing (.6); multiple correspondence, telephone conferences and work on issues regarding Waterfield purchase and sale agreement (1.3)	TJC	1.90	400.00	\$760.00

Invoice # 1449309

034618-02002

Page 4

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/08/10	Review documents regarding Waterfield sale (.4); telephone conference with Mr. Estes regarding Autumn Glen and Autumn Park sale motion (.3); review documents regarding Autumn Park and Autumn Glen sale (.4); telephone conference with Mr. Estes regarding buyer's changes to purchase and sale agreement for Autumn Glen and Autumn Park properties (.3); review buyer's changes to Autumn Glen and Autumn Park purchase and sale agreement and e-mail Mr. Conway regarding same (1.1)	HBB	2.50	195.00	\$487.50
06/09/10	Conference with Mr. Conway regarding buyer's changes to Autumn Glen and Autumn Park purchase and sale agreement (.2); telephone call to Mr. Estes regarding same (.1); review documents regarding Autumn Glen and Autumn Park and adjacent property (1.0); begin drafting order to approve Autumn Glen and Autumn Park sale and orders regarding same (2.4); e-mail Mr. Estes regarding broker for Autumn Glen and Autumn Park sale (.2); begin preparing list of interested parties for Autumn Glen and Autumn Park sale (.3)	HBB	4.20	195.00	\$819.00
06/09/10	Work on and revise documents regarding Autumn Park and Autumn Glen purchase and sale agreement and related communications and telephone conferences (1.6); review and revise assignments and other documents regarding Canyon Crest and multiple communications and correspondence related thereto (.6)	TJC	2.20	400.00	\$880.00
06/10/10	Revise assumed contracts exhibit for Autumn Glen sale (.1); review and revise Autumn Glen and Autumn Park purchase and sale agreement and e-mail to Mr. Estes with pending issues (1.2); conference with Mr. Conway regarding status of upcoming Divestco sales (.2); revise Autumn Glen and Autumn Park sale order to incorporate auction and overbid provisions and e-mail to Mr. Conway (1.4)	HBB	2.90	195.00	\$565.50

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034618-02002

Page 5

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/10/10	Review and work on issues regarding Autumn Park and Autumn Glen sale transactions (1.3); review and revise purchase and sale agreement, multiple telephone conferences and multiple correspondence regarding Willow Creek transaction (1.1)	TJC	2.40	400.00	\$960.00
06/11/10	Revise Autumn Glen and Autumn Park sale motion with tax lien information and distribution of sale proceeds (.9); prepare exhibits for Autumn Glen and Autumn Park sale motion (.2); begin reviewing purchase and sale agreement, preliminary title report, and other documents for Waterfield sale (1.4); begin drafting 363 motion to sell Waterfield facility (2.4); conference with Mr. Conway regarding Autumn Glen and Autumn Park order (.2); revise Autumn Glen and Autumn Park order and e-mail to Mr. Estes for approval (.7); prepare list of interested parties for Waterfield sale (.4) draft order authorizing Debtor to sell Waterfield property and notice of intent to sell the same (.7)	HBB	6.90	195.00	\$1,345.50
06/11/10	Multiple correspondence regarding course of action regarding Willow Creek purchase and sale agreement, review and revise documents and analyze transaction issues (.9); review, analyze and work on issues pertaining to Waterfield's sale transaction and related documents (1.4); telephone conference with Mr. Estes (.2); review Chancellor Place due diligence and closing issues (.2); review Canyon Crest and other Divestco sales status and issues (.2); review, revise and work on Autumn Park and Autumn Glen sale documents and pleadings (.7)	TJC	3.60	400.00	\$1,440.00
06/13/10	Review multiple correspondence regarding Wyndmoor sales (.3)	TJC	.30	400.00	\$120.00
06/14/10	E-mail Mr. Estes and Ms. Bruck regarding status of Divestco sale motions to be filed this week (.5); begin drafting 363 sale motion for Willow Creek sale (1.2); review purchase and sale agreement and other information related to Willow Creek sale (.9); conference with Mr. Kennedy regarding obtaining approval of Richland, Washington asset sale (.2); conference with Mr. Estes regarding Autumn Glen and Autumn Park sale motion and waiver of deficiency claim (.3)	HBB	3.10	195.00	\$604.50

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034618-02002

Page 6

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/14/10	Review facts and analyze issues regarding settlement transaction with Bank of Whitman and Sigma Management, Inc. (.8)	JBD	.80	300.00	\$240.00
06/15/10	Telephone conference with Mr. Estes and Ms. Bruck regarding buyer's revisions to Autumn Glen and Autumn Park sale order (.2); review fully executed Willow Creek purchase and sale agreement and prepare to redact resident names from same (.3); review buyer's changes to Autumn Glen and Autumn Park sale order and e-mail Mr. Conway regarding same (1.0); continue drafting Willow Creek 363 sale motion (1.4); draft Willow Creek sale order (.4); telephone conferences with Mr. Estes regarding Willow Creek, Autumn Glen, and Autumn Park sale lender agreements (.4); review Willow Creek sources and uses (.1)	HBB	3.80	195.00	\$741.00
06/15/10	Multiple communications, correspondence, review and revise and work on proposed documents regarding Willow Creek sale (1.3); continue work on and advise and address issues pertaining to Autumn Park and Autumn Glen sales (.7); multiple communications regarding general sale and structure issues (.4)	TJC	2.40	400.00	\$960.00
06/16/10	Incorporate buyer's changes to Autumn Glen/Autumn Park sale and e-mail to Mr. Estes (.2); conference with Mr. Conway regarding draft of Waterfield sale motion, order, and notice (.1); revise Willow Creek sale motion (.8); revise Autumn Glen/Autumn Park to allocate portion of purchase price towards Autumn Park Cottages as agreed upon with Regions Bank and additional changes (3.1); conferences with Mr. Conway regarding same (.7); review and revise Waterfield sale motion, order, and notice and forward to Mr. Estes for approval (.8); telephone conference with Mr. Estes regarding Willow Creek judgment to provide to title company and e-mail Ms. Chamberlain regarding same (.2); prepare redlines of changes to Autumn Glen/Autumn Park motion and order for buyer's review (.2); revise changes to distribution of Waterfield sale proceeds and e-mail Mr. Estes regarding same (.3)	HBB	6.40	195.00	\$1,248.00

Invoice # 1449309

034618-02002

Page 7

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/16/10	Work on, review and analyze issues and documents regarding sale of Autumn Glen, Autumn Park and Autumn Cottages and multiple communications related thereto, including additional revisions and modifications to purchase and sale agreement, sale motion and proposed forms of order (1.1); work on issues pertaining to Willow Creek transaction (.3); telephone conference with Divestco team regarding sale of remaining properties and issues related thereto (.5); telephone conferences regarding issues pertaining to Chancellor Place closing (.3)	TJC	2.20	400.00	\$880.00
06/17/10	Respond to e-mail from Ms. Bruck regarding reference to Autumn Park Cottages in sale motion (.2); telephone conference with Mr. Estes regarding finalizing Autumn Glen/Autumn Park and Willow Creek sale motions and revise Willow Creek motion accordingly (.3); telephone conference with Mr. Estes regarding approval of Grayson View Harrisburg sale (.2); finalize drafts of Waterfield sale motion, order, and notice and prepare for filing (.8); begin reviewing purchase and sale agreement, preliminary title report, operations transfer agreement, and related documents regarding Grayson View Harrisburg sale (1.8); begin drafting Grayson View Harrisburg sale motion (1.6); telephone conference with Mr. Estes regarding Waterfield motion and e-mail same to buyer's counsel for final approval (.7); revise Willow Creek motion, order, and notice and e-mail to Mr. Estes for approval (1.1); telephone conference with Mr. Summers regarding expiration of Waterfield due diligence and timing of sale motion (.1); finalize Autumn Glen/Autumn Park motion, order, and notice and prepare for filing (1.0); revise Willow Creek sale motion pursuant to Mr. Estes' comments and circulate to Ms. Pearson for approval (.5); draft order approving sale of Grayson View Harrisburg property and notice of intent regarding same (.5)	HBB	8.80	195.00	\$1,716.00
06/17/10	Review facts and analyze issues regarding Bank of Whitman transaction documents and begin drafting same (5.0)	JBD	5.00	300.00	\$1,500.00

Invoice # 1449309

034618-02002

Page 8

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/17/10	Telephone call with Mr. Estes and Autumn Glen buyer's counsel (.4); review documents, multiple correspondence and telephone conferences working on Grayson View at Harrisburg transaction (1.1); work on Waterfield sale issues, pleadings and documents (.9); telephone conferences and review, revise and work on sale documents and pleadings and issues related to Willow Creek transaction (.8); multiple correspondence and work on issues regarding closing for Canyon Crest sale (.5)	TJC	3.70	400.00	\$1,480.00
06/18/10	Revise Grayson View sale motion, order, and notice and forward to Mr. Conway for approval (.7); finalize Willow Creek sale motion, order, and notice and prepare same for filing (.4); telephone conference with Ms. Pearson regarding Willow Creek sale motion and order (.2); conference with Mr. Conway regarding Ms. Pearson's changes to Willow Creek sale order (.4); revise Willow Creek sale motion and order accordingly (.2); revise Grayson View Harrisburg order with tax lien information provided by Mr. Sullivan (.4); e-mails with Ms. Pearson regarding changes to Willow Creek motion and order (.6); revise Grayson View Harrisburg sale motion, order, and notice pursuant to Mr. Conway and e-mail drafts to Mr. Estes for approval (.5); review and revise Grayson View Harrisburg sale motion in preparation for filing (.6); prepare list of interested parties for Grayson View Harrisburg sale motion (.5); telephone conference with Mr. Estes regarding Riverdale Estates potential sale and e-mail Mr. Conway regarding same (.4); begin reviewing preliminary title report, ownership information, marketing summary, and other information related to Riverdale Estates sale (.6);	HBB	5.50	195.00	\$1,072.50
06/18/10	Work on purchase and sale agreement and related transaction agreements for Bank of Whitman/SMI Group transaction (3.9)	JB	3.90	300.00	\$1,170.00

Invoice # 1449309

034618-02002

Page 9

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/18/10	Work on issues and multiple communications and telephone conferences regarding Canyon Crest closing (.5); work on title issues regarding Graham's Ferry (.3); work on Grayson View Harrisburg sale issues (.8); multiple communications and work on issues and revise pleadings regarding Willow Creek (.7); multiple communications and work on issues regarding Canyon Crest closing (.2)	TJC	2.50	400.00	\$1,000.00
06/20/10	Review draft Riverdale Estates purchase and sale agreement (.3); draft 363 sale motion for Riverdale Estates (1.3)	HBB	1.60	195.00	\$312.00
06/21/10	Draft order authorizing the sale of Riverdale Estates (.6); draft notice of intent regarding Riverdale Estates sale motion (.3); continue drafting motion for authority to sell Riverdale Estates (.5); revise Riverdale Estates drafts and e-mail to Mr. Estes for comment (.2); revise distribution of sale proceeds section of Riverdale Estates motion and send to Messrs. Estes and Rundell to send to buyer and lender for review (.3); e-mail Mr. Estes regarding Riverdale Estates negotiations with buyer's counsel (.3); revise Riverdale Estates motion, order, and notice in preparation for filing (.3); prepare list of interested parties for Riverdale Estates motion (.8)	HBB	3.80	195.00	\$741.00
06/21/10	Telephone conferences and work on issues regarding Riverdale sale (.6); review correspondence and information regarding Willow Creek sale (.3)	TJC	.90	400.00	\$360.00
06/22/10	Review correspondence and work on issues regarding Wyndmoor sale (.5)	TJC	.50	400.00	\$200.00
06/24/10	Analysis of sublease issues regarding Bechtel warehouse for Mr. Denton (.3)	DJP	.30	275.00	\$82.50
06/24/10	Review Bank of Whitman loan documents, leases and other documents related to Bank of Whitman settlement (2.8); two telephone conferences with Mr. Wettlaufer regarding same (.6); e-mail to client regarding issues relating to same (.3); draft transaction documents to implement Bank of Whitman settlement agreement (4.4)	JBD	8.10	300.00	\$2,430.00

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Page 10

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/24/10	Review correspondence regarding Canyon Crest closing matters (.1)	TJC	.10	400.00	\$40.00
06/25/10	Draft purchase agreement, assignment and assumption agreement, bill of sale and other closing documents for Bank of Whitman transaction (3.1); telephone conference with Ms. Hopkins regarding same (.4); e-mail to client regarding negotiations relating to same (.2)	JBD	3.70	300.00	\$1,110.00
06/25/10	Review and revise purchase and sale agreement (.6); conference with Mr. Denton (.2)	JHK	.80	350.00	\$280.00
06/25/10	Review final closing documents and issues pertaining to Canyon Crest (.5)	TJC	.50	400.00	\$200.00
06/28/10	Review marketing information and letters of intent regarding River Rock Lodge facility in Wyoming (.2); telephone conference with Mr. Estes regarding River Rock Lodge purchase and sale agreement and e-mail Mr. Conway regarding due diligence period (.2); telephone conference with court regarding Divestco sales hearing (.2); telephone conference with Mr. Estes regarding River Rock Lodge purchase and sale agreement and related due diligence period (.1); return call to Clackamas County regarding unpaid tax lien on Graham's Ferry Road property (.2)	HBB	.90	195.00	\$175.50
06/28/10	Multiple correspondence and work on issues regarding Graham's Ferry closing (.3); review correspondence and work on issues regarding River Rock Lodge purchase and sale agreement (.5)	TJC	.80	400.00	\$320.00
06/29/10	Continue drafting motion to approve settlement and lease modification agreement regarding Stevens Point (.2)	HBB	.20	195.00	\$39.00

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Page 11

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/30/10	Return telephone call to Mr. Dubin regarding terminating state receiver for Autumn properties and e-mail Mr. Estes regarding same (.3); telephone conference with Mr. Dubin and e-mail Ms. Chamberlain regarding possibility of obtaining default judgments in Autumn Park, Autumn Glen, and Autumn Park Cottages adversary cases (.4); review e-mail from Mr. Rogers regarding GE release of deed of trust on Waterfield property (.2); review purchase and sale agreement for River Rock Lodge sale, preliminary title report, and additional documents regarding same (1.0); draft motion for authority to sell River Rock Lodge (.5); prepare list of interested parties for River Rock Lodge sale (.4); draft order approving sale of River Rock Lodge and notice regarding same (.7)	HBB	3.50	195.00	\$682.50
06/30/10	Review correspondence from Mr. Rogers regarding Waterfield sale (.1); review Regions Bank's back-up credit bid and draft correspondence related thereto (.2); review and execute 2014 statement for broker (.1); review, revise and work on issues regarding River Rock Lodge sale agreement and related motions (1.1); review issues regarding pending and proposed sales (.2)	TJC	1.70	400.00	\$680.00
TOTAL FEES					\$36,093.50

Timekeeper Summary

<u>TIMEKEEPER</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
David J. Petersen	0.30	275.00	\$82.50
Haley B. Bjerk	63.80	195.00	\$12,441.00
Jeffrey H. Keeney	0.80	350.00	\$280.00
Justin B. Denton	21.50	300.00	\$6,450.00
Timothy J. Conway	42.10	400.00	\$16,840.00
TOTALS	128.50		\$36,093.50

CURRENT CHARGES

\$36,093.50



1600 Pioneer Tower
888 SW Fifth Avenue
Portland, Oregon 97204
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July 16, 2010

Invoice No. 1449310
Matter No. 034618-04002

Stayton SW Assisted Living, L.L.C.
c/o Shirley Dunn
Hamstreet & Associates
c/o SunWest Management, Inc.
P.O. Box 3006
Salem, OR 97302-0006

STATEMENT FOR PERIOD THROUGH 6/30/10

FOR LEGAL SERVICES RENDERED: Case Administration

Time Detail

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/02/10	Retrieve and forward prior 2009 e-mail with resident refund detail to Ms. Clark to research details of former resident #WESC-04 refund not received and response e-mail to Ms. Nielson regarding same (.4)	LJL	.40	100.00	\$40.00
06/02/10	Work on issues regarding Cambridge Court and multiple telephone calls and correspondence regarding same (.3); telephone conference with Mr. Yates regarding Willow and Centerline (.2); correspondence and telephone conference with Ms. Barton regarding contract issues (.3); prepare for and participate in Ninth Circuit mediation conference (.5); telephone conference regarding case developments and course of action (.9); multiple correspondence regarding Crown Pointe (.2); telephone conference with Mr. Hamstreet regarding LLC settlement issues (.3); revise correspondence regarding confirmation issues (.1); telephone conference with Ms. Cohn regarding rollover election, notice and letter to investors, and review related correspondence (.5); correspondence to and from BMC regarding lists and claim matters (.2)	TJC	3.50	400.00	\$1,400.00
06/03/10	Review file in response to voicemail from lender's counsel related to Legacy of Dallas motion (.1)	JKH	.10	225.00	\$22.50

Invoice # 1449310

034618-04002

Page 2

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/03/10	Confer with Ms. Lindberg regarding resident refunds (.1)	JKH	.10	225.00	\$22.50
06/03/10	Review and respond to e-mails from Ms. Clark regarding certain former resident refund payments directed to state senior disabled services (.3); review further response from Ms. Clark regarding related Medicaid contract issues and draft e-mail to Ms. Nielsen with explanation of same (.5)	LJL	.80	100.00	\$80.00
06/03/10	Coordinate work on issues regarding employee severance matters (.3)	TJC	.30	400.00	\$120.00
06/04/10	Review appraisals concerning PlainsCapital Bank collateral (.4); exchange e-mail correspondence with Mr. Carson regarding appraisals and settlement (.3); review pleadings relating to non-mingled property litigation (.5)	ANK	1.20	450.00	\$540.00
06/04/10	Analyze issues related to letter from Montana agency regarding Cleland case (.4)	JKH	.40	225.00	\$90.00
06/06/10	Review Wettlaufer memorandum concerning Bank of America/Merrill Lynch Capital Services swap agreement and analyze status of claim (.7)	ANK	.70	450.00	\$315.00
06/07/10	Answer creditor question regarding affirmation of contract (.2)	JKH	.20	225.00	\$45.00
06/07/10	Review BMC Group website and claims register (.1); review BMC claims register and respond to investor e-mails requesting claim number (.5)	SCF	.60	90.00	\$54.00
06/08/10	Review multiple e-mail exchanges concerning sale of Regions' collateral and settlement with Regions (.3); review multiple e-mail exchanges concerning sale of Willow Creek facility (.1)	ANK	.40	450.00	\$180.00
06/08/10	Review Sunwest debt status information for Mr. Kennedy (.6); telephone conferences with various investors and creditors regarding rollover equity election and claim numbers (.5)	SCF	1.10	90.00	\$99.00
06/09/10	Review and respond to e-mail from Ms. Nielsen addressing complex resident refund Medicaid-related issue (.5)	LJL	.50	100.00	\$50.00

Invoice # 1449310

034618-04002

Page 3

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/09/10	Telephone conferences with investors regarding rollover equity elections, ballots, claim numbers, and status of claims (.9); meet with Mr. Conway regarding rollover elections, ballots and claims reconciliation (.2); telephone conference with Ms. McIvor at Grassmueck Group regarding claims reconciliation (.1)	SCF	1.20	90.00	\$108.00
06/09/10	Prepare for and participate in series of Ninth Circuit mediation conferences (2.3); draft correspondence to mediator regarding status and dismissals (.2); telephone conference regarding status and course of action on case matters (1.0); work on issues and multiple correspondence regarding office space and term sheet (1.2);	TJC	4.70	400.00	\$1,880.00
06/10/10	Research and analysis regarding confirmation memorandum (1.9)	JKH	1.90	225.00	\$427.50
06/10/10	Review and respond to follow-up e-mails from Ms. Nielsen regarding refund issue (.2); forward same to Ms. Clark for further review (.1)	LJL	.30	100.00	\$30.00
06/10/10	Respond to e-mails from investors and creditors regarding rollover equity election and ballot forms (1.5); telephone conferences with investors and creditors regarding same (.5); telephone conference with Ms. Cohn regarding investor questions (.1)	SCF	2.10	90.00	\$189.00
06/11/10	Continue drafting memorandum in support of confirmation of plan (2.7)	JKH	2.70	225.00	\$607.50
06/11/10	Analyze issues related to Cleland matter and automatic stay (.1)	JKH	.10	225.00	\$22.50
06/11/10	Review and organize materials regarding rollover equity election (.3); telephone conferences with investors and creditors regarding rollover equity election and ballot forms (1.0)	SCF	1.30	90.00	\$117.00
06/13/10	Continue drafting memorandum in support of confirmation of plan (2.0)	JKH	2.00	225.00	\$450.00
06/13/10	Review correspondence and information regarding potential Crown Pointe motion (.3)	TJC	.30	400.00	\$120.00

Invoice # 1449310

034618-04002

Page 4

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/14/10	Review series of e-mail exchanges between Mr. Carter and Judge Velore regarding Jacobson/Plains Bank settlement (.3); e-mail correspondence to Mr. Carter concerning status of LLC member settlement and implications for Jacobson member value interests (.4); series of e-mail exchanges concerning settlement with Judge Velure and Mr. Zaro (.5); review e-mail correspondence from Ms. McClurg regarding CRO reports (.2); telephone conference with Mr. Hamstreet regarding reports and response to Ms. McClurg's inquiry (.3)	ANK	1.70	450.00	\$765.00
06/14/10	Review and respond to e-mail from Ms. Clark and forward to Mr. Hein regarding answer provided for former resident refund issue (.1)	LJL	.10	100.00	\$10.00
06/14/10	Review and organize service information regarding Romfro's Maplewood (.2); review and respond to telephone messages and e-mails from investors and creditors regarding rollover equity election and ballots (4.1); telephone conferences with investors and creditor regarding same (.8); review and organize materials regarding rollover equity election (.1)	SCF	5.20	90.00	\$468.00
06/15/10	Conference call with Mr. Hamstreet, Mr. Steinhause, Ms. Giannamore and Ms. Cohn regarding issues concerning TICs in remaining Divestco properties (.7); draft LRS mediation submission (.8); review draft dismissals of Columbia Pacific foreclosure actions (.1); exchange communications with Mr. Taylor concerning dismissals and appropriate parties (.3)	ANK	1.90	450.00	\$855.00
06/15/10	Conference with Ms. Kennedy regarding upcoming rule 2015 report preparations (.1)	LJL	.10	100.00	\$10.00
06/15/10	Respond to e-mails from investors regarding rollover equity election and ballots (.5); telephone conferences with investors regarding rollover equity elections (3.3); review list of facilities and executory contract exhibits to plan and disclosure statement (.5);	SCF	4.30	90.00	\$387.00
06/15/10	Prepare for and participate in Ninth Circuit mediation conferences (.6); telephone conference with CRO team regarding case developments and course of action (.6)	TJC	1.20	400.00	\$480.00

Invoice # 1449310

034618-04002

Page 5

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/16/10	Review and revise LRS mediation submission (.7); multiple exchanges concerning Falk settlement with Messrs. Summer and Zaro and Judge Velure (.7); draft e-mail to mediators regarding settlement (.4)	ANK	1.80	450.00	\$810.00
06/16/10	Analyze issues related to draft confirmation memorandum (.1)	JKH	.10	225.00	\$22.50
06/16/10	Review and process ballots and rollover equity elections (.3); telephone conferences and e-mails with creditors and investors regarding rollover equity election and ballots (1.0); review disclosure statement exhibit regarding secured creditors (2)	SCF	1.50	90.00	\$135.00
06/17/10	Review settlement agreement regarding Fairview Group I, LLC (.5); conference with Mr. Denton regarding same (.2)	HBB	.70	195.00	\$136.50
06/17/10	Telephone conferences with investors and creditors regarding rollover equity election and ballot (2.3); review and process ballots and rollover equity elections (.2)	SCF	2.50	90.00	\$225.00
06/17/10	Receive and review multiple correspondence and communications from creditors (.3); telephone conference with CRO team regarding case developments and course of action (.4)	TJC	.70	400.00	\$280.00
06/18/10	E-mail Mr. Denton regarding obtaining court approval of the Fairway Group I, LLC settlement and transfer of property (.2); conference with Messrs. Conway and Denton regarding Fairway Group I, LLC (.6); begin drafting motion to approve settlement agreement regarding Fairway Group I, LLC (.6)	HBB	1.40	195.00	\$273.00
06/18/10	Revise motion to approve Gemstone settlement (.7)	JKH	.70	225.00	\$157.50
06/18/10	Review Williams' petitions for relief and to allow filing of late claim (1.0); review and process ballots and rollover equity elections (.3); review and prepare materials regarding Silver Insurance Management in response (.2); respond to investor e-mails regarding rollover equity elections (.2)	SCF	1.70	90.00	\$153.00
06/19/10	Multiple correspondence, review and analyze information and documents in preparation for series of mediations (2.1)	TJC	2.10	400.00	\$840.00

Invoice # 1449310

034618-04002

Page 6

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/20/10	Draft motion to approve settlement and compromise regarding Fairway Group I, LLC and order regarding same (1.5)	HBB	1.50	195.00	\$292.50
06/21/10	Continue drafting motion and order to approve settlement regarding Fairway Group I, LLC and e-mail drafts to Ms. Pearson and Ms. Hopkins for approval (.9); telephone conference with Ms. Pearson regarding same (.3); revise motion to approve Fairway Group I, LLC settlement as per conference with Ms. Pearson (1.7); telephone conferences with Ms. Pearson and Mr. VanSpeybroeck regarding same (.4); revise motion to approve Fairway Group settlement, various telephone conferences and e-mails with Messrs. Sollan and Conway and Ms. Pearson regarding same (1.7); prepare and file same with court (.3)	HBB	5.30	195.00	\$1,033.50
06/21/10	Finalize and file motion to approve Gemstone settlement (.4)	JKH	.40	225.00	\$90.00
06/21/10	Initial review of Boones Ferry settlement (.1)	JKH	.10	225.00	\$22.50
06/21/10	Review and respond to investor and creditor e-mails regarding rollover equity elections and ballots (2.2); telephone conferences with investors and creditors regarding rollover equity elections and ballots (.9)	SCF	3.10	90.00	\$279.00
06/21/10	Telephone calls and review correspondence and issues regarding Fairway settlement (.3); review correspondence and related issues regarding Gemstone settlement (.2)	TJC	.50	400.00	\$200.00
06/22/10	E-mail filed motion to approve Fairway Group settlement to Ms. Hopkins and other parties to the agreement (.2)	HBB	.20	195.00	\$39.00
06/22/10	Telephone conferences with investors regarding rollover equity elections and ballots (.7); respond to e-mails regarding same (.1); review and process received ballots and rollover equity elections (.2)	SCF	1.00	90.00	\$90.00
06/23/10	Review and analyze LPP discovery motion (.5); communications with client regarding same (.5); draft, revise, and file response to same (.8)	JKH	1.80	225.00	\$405.00
06/23/10	Conference with Mr. Conway regarding mailing settlement packet for 163 facilities within three days (.3)	LDH	.30	90.00	\$27.00

Invoice # 1449310

034618-04002

Page 7

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/23/10	Respond to investor e-mails regarding rollover equity election and ballots (1.8); telephone conferences with investors regarding same (.9); process rollover equity elections and ballots (.3)	SCF	3.00	90.00	\$270.00
06/24/10	E-mail to parties of Fairway Group I, LLC settlement regarding notice of hearing (.1)	HBB	.10	195.00	\$19.50
06/24/10	Communications with Mr. Kemper regarding litigation in Snohomish County, Washington (.3); analyze issues related to notice from Montana agency in Cleland matter (.1)	JKH	.40	225.00	\$90.00
06/24/10	Prepare mock-up of settlement and subscription agreements for circulation and forward to Ms. Cohn (1.0); numerous communications with Ms. Cohn, Ms. Million and Ms. Schmidt to clarify information required for mailing (.8); adapt agreements in preparation for merge (1.2); coordinate details regarding staffing and materials for mailing (.7); begin preparation of subscription agreements (5.0)	LDH	8.70	90.00	\$783.00
06/24/10	Review voice mail from secured lender attorney requesting callback regarding Sunwest-related property, extended time to research McCarthy & Holthus LLP firm to locate name of attorney and draft response e-mail to Mr. Uhl due to his firm's callback routing errors preventing telephone contact (.6); follow-up e-mails with Mr. Uhl regarding same and e-mail to Ms. Jones to confirm ownership of property in question (.3)	LJL	.90	100.00	\$90.00

Invoice # 1449310

034618-04002

Page 8

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/24/10	Respond to investor e-mails regarding rollover equity election and ballots (.3); telephone conference with investors regarding same (.2); meet with investor regarding rollover equity elections and review and receipt of same (.3); review LLC settlement agreement materials (.2); review list of LLC members to receive settlement agreement (.2); telephone conference with Ms. Hurd regarding LLC settlement agreement mailing (.1); meet with Ms. Hurd and Mr. Conway regarding LLC settlement agreement (.3); review LLC settlement agreement documents (.6); prepare and review list of LLC settlement agreement recipients (.6); telephone conferences with Ms. Schmidt at Hamstreet regarding preparation of LLC settlement agreements (.4); coordinate, prepare and review LLC settlement agreement mailing (2.9)	SCF	6.10	90.00	\$549.00
06/25/10	Prepare and finalize subscription agreements for 162 facilities, including numerous conferences with staff at Hamstreet and Sunwest offices, and coordinate copying and labeling of six documents to be sent to 1,500 LLC members (9.0)	LDH	9.00	90.00	\$810.00
06/25/10	Review and respond to e-mails from Mr. Fish and Ms. Jones regarding request for property ownership and e-mail to Mr. Uhl with referral to attorney for Jon Harder's personal bankruptcy regarding same (.2); review and revise spreadsheet forwarded by Ms. Hurd to reflect number of owners for 162 LLC entities and otherwise assist Ms. Hurd with preparation of documents to be served regarding same (1.7)	LJL	1.90	100.00	\$190.00
06/25/10	Respond to e-mails from investors regarding rollover equity election and ballots (1.0); prepare and review LLC settlement agreements for 162 LLCs (7.4); meetings with Ms. Hurd and Mr. Conway regarding same (.5); prepare LLC settlement agreements for service (.5)	SCF	9.40	90.00	\$846.00

Invoice # 1449310

034618-04002

Page 9

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/25/10	Work on issues regarding Sigma and Bank of Whitman settlement and sale transactions (.6); multiple communications and telephone calls regarding Falk settlement (.4); review objections to Fairway settlement (.2); telephone conference with Mr. Connolly (.2); telephone conference regarding case developments and course of action (.5)	TJC	1.90	400.00	\$760.00
06/26/10	Supervise assembly of 1,500 packets to LLC members, including conferences with Ms. Cohn and Ms. Million, modification of database, and resolution of issues regarding address discrepancies (8.0)	LDH	8.00	90.00	\$720.00
06/28/10	Review settlement agreement for Stevens Point settlement (1.3); begin drafting motion to approve settlement lease modification agreement regarding Stevens Point (.8)	HBB	2.10	195.00	\$409.50
06/28/10	Review proposed charges to Police and Fire (MMA) loan documents and analyze issues regarding same (.8); work on loan documents to be used for lenders that are crammed down and analyze issues regarding same (3.8)	JBD	4.60	300.00	\$1,380.00
06/28/10	Prepare for and attend hearing regarding Fairway investors settlement and review and revise proposed form of order and circulate same (.5); telephone call from Mr. Field (.1); revise order and draft correspondence to Mr. Connolly (.2); review multiple correspondence and respond to creditor inquires (.4); review issues regarding Becktell settlement (.2); draft correspondence and work on receiver issues (.6)	TJC	2.00	400.00	\$800.00
06/29/10	Revise motion to extend deadlines to file May and June 2015 reports (.8)	JKH	.80	225.00	\$180.00
06/29/10	Draft and file notice of stay in Wilson/Senenet case in Texas (.1)	JKH	.10	225.00	\$22.50
06/29/10	Review and respond to Ms. Jones' e-mail requesting rule 2015 report extension and draft motion to extend deadline for May and June reports (1.1); conference with Mr. Conway regarding revisions to same and e-mails to Mr. Hein and Ms. Kennedy regarding same (.2)	LJL	1.30	100.00	\$130.00

Invoice # 1449310

034618-04002

Page 10

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/29/10	Respond to e-mails from investors regarding ballot and rollover equity election and telephone conferences with investors regarding same (.5.7)	SCF	5.70	90.00	\$513.00
06/29/10	Revise draft motion for extension of time to file monthly reports (.1); review correspondence from Mr. Lowe and draft correspondence to Mr. Wetzlaufer regarding Crown Pointe lease issues (.3); review proposed complaint regarding Divestco TICs and multiple correspondence related thereto (.3); review and draft correspondence regarding lien and claim issues (.3); review issues regarding LRS settlement and related correspondence (.3); review correspondence and work on issues regarding turnover of receivership facilities (.3)	TJC	1.60	400.00	\$640.00
06/30/10	Research qualifications of expert who will testify regarding interest rates (.2)	ALS	.20	250.00	\$50.00
06/30/10	Finalize draft of motion to approve Stevens Point settlement and lease modification agreement, order to shorten time and limit notice, and order approving same (1.4)	HBB	1.40	195.00	\$273.00
06/30/10	Communications with client regarding information needed from receivers to close sale transaction (1.8); draft and revise motion for expedited hearing on turnover motion (.6)	JKH	2.40	225.00	\$540.00
06/30/10	Process and review ballots and rollover equity elections (1.4); respond to e-mails from investors regarding ballots and rollover equity elections and telephone conferences with investors regarding same (1.6); telephone conference with Ms. Cohn regarding tabulation of rollover equity elections (.2); review and prepare rollover equity elections for tabulation (1.0); meet with Ms. Chamberlain regarding investor Mr. Brown and SWP properties (.3); review and organize materials regarding rollover equity election (.1)	SCF	4.60	90.00	\$414.00
TOTAL FEES					\$25,975.00

Timekeeper Summary

<u>TIMEKEEPER</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
Albert N. Kennedy	7.70	450.00	\$3,465.00



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Invoice # 1449310

034618-04002

Page 11

<u>TIMEKEEPER</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
Ava L. Schoen	0.20	250.00	\$50.00
Haley B. Bjerk	12.70	195.00	\$2,476.50
James K. Hein	14.30	225.00	\$3,217.50
Justin B. Denton	4.60	300.00	\$1,380.00
Laura J. Lindberg	6.30	100.00	\$630.00
Leslie D. Hurd	26.00	90.00	\$2,340.00
Spencer C. Fisher	54.40	90.00	\$4,896.00
Timothy J. Conway	18.80	400.00	\$7,520.00
TOTALS	145.00		\$25,975.00

CURRENT CHARGES	\$25,975.00
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1600 Pioneer Tower
888 SW Fifth Avenue
Portland, Oregon 97204
503.221.1440

July 16, 2010

Invoice No. 1449311
Matter No. 034618-05002

Stayton SW Assisted Living, L.L.C.
c/o Shirley Dunn
Hamstreet & Associates
c/o SunWest Management, Inc.
P.O. Box 3006
Salem, OR 97302-0006

STATEMENT FOR PERIOD THROUGH 6/30/10

FOR LEGAL SERVICES RENDERED: Claims Administration and Objection

Time Detail

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/03/10	Review and work on claims issues including multiple correspondence with BMC and Grassmueck's offices (.6)	TJC	.60	400.00	\$240.00
06/08/10	Multiple correspondence with Mr. Grassmueck's office regarding claim issues (.3)	TJC	.30	400.00	\$120.00
06/22/10	Multiple correspondence with Grassmueck's office regarding claim issues (.3)	TJC	.30	400.00	\$120.00
06/25/10	Review spreadsheet and analyze issues regarding secured claims (.5); telephone conference with Messrs. Winkler and Yates regarding lender claims (.6)	TJC	1.10	400.00	\$440.00
06/28/10	Multiple correspondence and work on title insurance issues (.3)	TJC	.30	400.00	\$120.00
06/30/10	Review and work on issues regarding turnover of state court receivers (.5); review and revise proposed motion and order regarding IRET settlement (.5); multiple correspondence and communications pertaining to LLC settlement agreement issues (.4)	TJC	1.40	400.00	\$560.00
TOTAL FEES					\$1,600.00



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034618-05002

Page 2

Timekeeper Summary

<u>TIMEKEEPER</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
Timothy J. Conway	4.00	400.00	\$1,600.00
TOTALS	4.00		\$1,600.00

CURRENT CHARGES \$1,600.00



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July 16, 2010

Invoice No. 1449312
Matter No. 034618-06002

Stayton SW Assisted Living, L.L.C.
c/o Shirley Dunn
Hamstreet & Associates
c/o SunWest Management, Inc.
P.O. Box 3006
Salem, OR 97302-0006

STATEMENT FOR PERIOD THROUGH 6/30/10

FOR LEGAL SERVICES RENDERED: Employee Benefits/Pensions

Time Detail

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/02/10	Analyze employment agreement terms for potential ownership interest in company (.4)	LJH	.40	350.00	\$140.00
06/03/10	Communication with client regarding revisions to employee severance agreements (.3)	LJH	.30	350.00	\$105.00
06/04/10	Review Montana Department of Labor and Industries complaint (.5)	K_B	.50	250.00	\$125.00
06/07/10	Telephone conference with Mr. Stradley regarding protection of company confidential and proprietary information (.2); revisions to severance agreement (.2)	LJH	.40	350.00	\$140.00
06/08/10	Emails to and from Mr. Young regarding Montana Department of Labor (.1)	K_B	.10	250.00	\$25.00
06/08/10	Revise severance agreement for employees of Stayton SW Assisted Living to protect proprietary information (.7)	LJH	.70	350.00	\$245.00
06/10/10	Telephone call from Anne Nelson and emails from and to Ms. Young regarding Montana EEOC issue (.4)	K_B	.40	250.00	\$100.00
06/11/10	Review Cleland v Senenet matter regarding contested case hearing and order to deny stay (1.8)	K_B	1.80	250.00	\$450.00

Invoice # 1449312

034618-06002

Page 2

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/18/10	Review order setting contested case hearing in Clelland (.2); telephone call from Ms. Nelson regarding same (.3)	K_B	.50	250.00	\$125.00
06/22/10	Research Montana counsel and email to Mr. Orizotti regarding same (.2); legal research and analysis regarding pro hac vice rules and application (.8); review and consider witnesses for hearing and prehearing discovery as well as pre- and post-hearing briefing (1.0)	K_B	2.00	250.00	\$500.00
06/23/10	Legal research and analysis and consider possible stay with Connecticut Department of Labor and Wilson v. Senenet in Texas (1.4); telephone call to Ms. Young regarding same (.2); telephone call to Mr. Jenkins' office regarding Wilson case and bankruptcy proceedings in Oregon (.4)	K_B	2.00	250.00	\$500.00
06/24/10	Emails from and to Ms. Young regarding dismissal of Cleland claim and email to and from Mr. Orizotti regarding same (.3); emails from and to Ms. Young regarding Connecticut penalties and possible scope of liability (.5)	K_B	.80	250.00	\$200.00
06/25/10	Telephone call from and to Mr. Jenkins regarding Wilson and Sunwest Management (.2)	K_B	.20	250.00	\$50.00
06/28/10	Telephone call from Mr. Jenkins regarding stay (.3)	K_B	.30	250.00	\$75.00
06/30/10	Legal research and analysis regarding option for maintaining employee files in asset sale/purchase (1.5); emails to and telephone call from Mr. Stradley regarding same (.6)	K_B	2.10	250.00	\$525.00
06/30/10	Conference with Ms. Bremer regarding implications of transferring personnel files to Blackstone following acquisition and best strategies for same (.4)	RLC	.40	425.00	\$170.00
TOTAL FEES					\$3,475.00

Timekeeper Summary

<u>TIMEKEEPER</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
Kristin L. Bremer	10.70	250.00	\$2,675.00
Lynda J. Hartzell	1.80	350.00	\$630.00
Robert Carey	0.40	425.00	\$170.00



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Invoice # 1449312

034618-06002

Page 3

<u>TIMEKEEPER</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
TOTALS	12.90		\$3,475.00

CURRENT CHARGES	\$3,475.00
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1600 Pioneer Tower
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July 16, 2010

Invoice No. 1449313
Matter No. 034618-07002

Stayton SW Assisted Living, L.L.C.
c/o Shirley Dunn
Hamstreet & Associates
c/o SunWest Management, Inc.
P.O. Box 3006
Salem, OR 97302-0006

STATEMENT FOR PERIOD THROUGH 6/30/10

FOR LEGAL SERVICES RENDERED: Fee/Employment Applications

Time Detail

DATE	DESCRIPTION	INIT	TIME	RATE	AMOUNT
06/01/10	Revise application to employ Coldwell Banker Commercial as broker and e-mail to Mr. Rhoten for final approval (.5)	HBB	.50	195.00	\$97.50
06/02/10	Finalize HealthTrust supplemental application and Yates notice of change of firm (.2)	JKH	.20	225.00	\$45.00
06/03/10	Communications with Mr. Yates regarding HealthTrust application (.1)	JKH	.10	225.00	\$22.50
06/06/10	Respond to e-mail from Ms. Jones regarding Rhoten declaration in support of application to employ Coldwell Banker Commercial (.1)	HBB	.10	195.00	\$19.50
06/07/10	E-mail Ms. Jones regarding filing application to employ Coldwell Banker Commercial as broker (.1)	HBB	.10	195.00	\$19.50
06/08/10	Final review of application to employ Coldwell Banker Commercial and prepare same for filing (.3); e-mail Ms. McClurg regarding same (.1)	HBB	.40	195.00	\$78.00
06/08/10	Analyze issues related to Barran Liebman employment application (.4)	JKH	.40	225.00	\$90.00
06/08/10	Review correspondence and work on issues relating to CBM employment (.3)	TJC	.30	400.00	\$120.00
06/09/10	Communications with Mr. Robertson regarding Barran Liebman application (.4)	JKH	.40	225.00	\$90.00
06/10/10	Revise and circulate drafts of application to employ Barran Liebman and supporting exhibits (1.0)	JKH	1.00	225.00	\$225.00

PLEASE RETURN ONE COPY WITH PAYMENT

EMPLOYER IDENTIFICATION NUMBER: 93-0633194

THIS STATEMENT MAY NOT INCLUDE EXPENSE ITEMS FOR WHICH WE HAVE NOT YET BEEN BILLED, OR REFLECT PAYMENTS RECEIVED AFTER THE STATEMENT DATE. A LATE CHARGE OF 9% PER ANNUM (3/4% PER MONTH) WILL ACCRUE ON INVOICES UNPAID AFTER 30 DAYS.

Invoice # 1449313

034618-07002

Page 2

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/10/10	Review and revise documents regarding employment of Barran Liebman (.3)	TJC	.30	400.00	\$120.00
06/11/10	Finalize and file application to employ Barran Liebman (.2)	JKH	.20	225.00	\$45.00
06/11/10	Review and revise application to employ special counsel (.2)	TJC	.20	400.00	\$80.00
06/14/10	Respond to e-mail from Mr. Rhoten regarding hearing on debtor's application to employ Coldwell Banker Commercial (.2)	HBB	.20	195.00	\$39.00
06/14/10	Draft notice of filing of fifteenth fee statement of Tonkon Torp (.3); update table of professionals following Judge Hogan's order regarding approved rates (.1); work on spreadsheet of fees and costs (.8)	NEK	1.20	90.00	\$108.00
06/15/10	Revise and finalize notice of filing of fifteenth fee statement of Tonkon Torp (.3)	NEK	.30	90.00	\$27.00
06/15/10	Review notice of hearing and multiple correspondence regarding Barran Leibman employment (.2); telephone conference with Mr. Rhoten (.3); telephone call with Mr. Zaro (.1); address and resolve potential issues regarding employment applications (.2)	TJC	.80	400.00	\$320.00
06/18/10	Multiple correspondence and telephone calls with counsel regarding Coldwell Banker employment issues and settlement (.3)	TJC	.30	400.00	\$120.00
06/21/10	Prepare for and attend court hearing regarding motion to employ Coldwell Banker and Barran Leibman and follow-correspondence related to hearing (.5)	TJC	.50	400.00	\$200.00
06/22/10	Revise order authorizing employment of Coldwell Banker Commercial pursuant to oral ruling at June 21, 2010 hearing and e-mail to Mr. Conway (.6)	HBB	.60	195.00	\$117.00
06/24/10	Correspondence from Mr. Rhoten and work on issues regarding Coldwell Banker employment (.3)	TJC	.30	400.00	\$120.00
06/25/10	E-mail Mr. Conway regarding order authorizing Debtor's employment of Coldwell Banker Commercial and Mr. Rhoten's proposed revisions to same (.4)	HBB	.40	195.00	\$78.00

Invoice # 1449313

034618-07002

Page 3

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/25/10	Multiple correspondence and communications and review and revise form of order regarding Rhoten employment (.4)	TJC	.40	400.00	\$160.00
06/28/10	Begin preparing declaration of Mr. Gehl in support of application to employ Marcus & Millichap (.5); draft declaration of Ryan Saul in support of debtor's application to employ Senior Living Investment Brokerage, Inc. as broker and send to Mr. Saul with a detailed e-mail explaining lists to be searched for Rule 2014 purposes (.7)	HBB	1.20	195.00	\$234.00
06/29/10	Correspondence to and from counsel in court regarding CB order (.1); revise form of order (.1)	TJC	.20	400.00	\$80.00
06/30/10	E-mail Mr. Saul regarding declaration in support of application to employ Senior Living Investment Brokerage (.1); finalize and file the same (.2); draft declaration of Mr. Gehl in support of application to employ Marcus & Millichap Real Estate Services Corp., Inc. as broker (1.4); send detailed e-mail to Mr. Gehl regarding declaration and Rule 2014 search of secured creditors and other interested parties (.4); prepare listing agreements exhibit to declaration in support of application to employ Marcus & Millichap (.1)	HBB	2.20	195.00	\$429.00
06/30/10	Multiple correspondence from and to Mr. Rhoten and others (.2); review and propose final order (.1)	TJC	.30	400.00	\$120.00
TOTAL FEES					\$3,204.00

Timekeeper Summary

<u>TIMEKEEPER</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
Haley B. Bjerk	5.70	195.00	\$1,111.50
James K. Hein	2.30	225.00	\$517.50
Nancy E. Kennedy	1.50	90.00	\$135.00
Timothy J. Conway	3.60	400.00	\$1,440.00
TOTALS	13.10		\$3,204.00

CURRENT CHARGES

\$3,204.00



1600 Pioneer Tower
888 SW Fifth Avenue
Portland, Oregon 97204
503.221.1440

July 16, 2010

Invoice No. 1449314
Matter No. 034618-11002

Stayton SW Assisted Living, L.L.C.
c/o Shirley Dunn
Hamstreet & Associates
c/o SunWest Management, Inc.
P.O. Box 3006
Salem, OR 97302-0006

STATEMENT FOR PERIOD THROUGH 6/30/10

FOR LEGAL SERVICES RENDERED: Plan and Disclosure Statement

Time Detail

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/01/10	Prepare for and attend meeting concerning preparation for confirmation hearing and memorandum in support of confirmation (1.7); exchange e-mail correspondence concerning terms of LLC member settlement (.5); review and exchange numerous e-mail correspondence concerning analysis of value of French Quarter and course of action concerning loan restructuring (.7); review and exchange multiple e-mail communications relating to Fortuna Cottages workout and restructuring with Messrs. Rundell and Bank counsel (.6); review appraisal of Maplewood and analyze course of action concerning United Hospital second mortgage and valuation alternatives (.7); draft e-mail correspondence to team regarding course of action (.3); series of communications with Ms. MacLean regarding TIC committee letter and form of rollover equity election (.9); review form of election (.3); series of communications with BMC contact regarding preparation for mailing and modified mailing instructions (3); attend CRO and receiver conference call regarding status and preparation for confirmation and closing (.6)	ANK	6.60	450.00	\$2,970.00
06/01/10	Analyze issues related to research needed to support confirmation of plan (1.1)	JKH	1.10	225.00	\$247.50

Invoice # 1449314

034618-11002

Page 2

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/01/10	Finalize supplemental application to employ HealthTrust and memorandum in response to recent motion for relief from stay (.1)	JKH	.10	225.00	\$22.50
06/01/10	Meeting with counsel regarding confirmation hearing issues (1.0); review documents (.2); review investor and related correspondence (.2); telephone conference regarding status and course of action on various items (1.0)	TJC	2.40	400.00	\$960.00
06/02/10	E-mail exchange with Mr. Jacoby regarding Crown Pointe sale (.3); review analysis of LLC member claims (.2); series of meetings and conference calls with Mr. Hamstreet and others regarding plan of reorganization, TIC settlements, LLC member settlement and Crown Pointe (1.5); meeting with Messrs. English and Elsaesser and Judge Velure (.8); conference call with receiver and CRO team (.7); e-mail correspondence to Mr. Elsaesser regarding draft LLC agreement (.4); telephone conference with Mr. Hamstreet (.2); telephone conference with Ms. Thomas regarding Fannie Mae loan restructuring (.3); series of e-mail exchanges regarding status of loan restructuring and coordination of preparation for confirmation (1.1)	ANK	5.50	450.00	\$2,475.00
06/02/10	Ongoing work regarding tax issues with respect to plan of reorganization (2.9)	IN	2.90	375.00	\$1,087.50
06/02/10	Work on form of amended and restated operating agreement of Trustco subsidiaries (3.4)	JBD	3.40	300.00	\$1,020.00
06/02/10	Legal research in support of confirmation memorandum (1.0)	JKH	1.00	225.00	\$225.00

Invoice # 1449314

034618-11002

Page 3

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/03/10	Meeting with Messrs. Hamstreet and Stewart and Judge Velure (1.0); meeting regarding multiple confirmation and closing issues, including status of PlainsCapital negotiations, potential TIC transaction concerning Crown Pointe, LLC settlement terms, third party claims against LLC members, senior employees and others, Lone Star resolution, Divestco property tax issues, HFG tax issues, Oakridge resolution, bank restructurings, Detroit Fire & Police resolution, and removal of state court receivers (4.5); review draft investor letter (.3); meeting with Mr. Drew regarding Detroit Fire & Police loan restructuring (.4); meeting with Mr. Drew and Judge Velure (.2); multiple communications with client regarding course of action concerning Detroit Fire & Police restructuring (.7); conference with Ms. MacLean and Messrs. Steinhause, Bryan, Carney, and Hamstreet regarding TIC Divestco tax issues (1.5); e-mail exchange between and among Messrs. Yates and Fogg concerning Wells Fargo loan restructuring (.2); multiple e-mail communications between and among Ms. Dunn and Messrs. Yates, Marcos, Rundell and Hamstreet concerning Clovis and Hobbs valuation issues (.8); telephone conference with Judge Velure regarding Clovis & Hobbs valuation issues (.1); attend CRO and receiver conference call regarding status and course of action (1.2)	ANK	10.90	450.00	\$4,905.00
06/03/10	Ongoing work relating to K-1 issues (.9)	IN	.90	375.00	\$337.50
06/03/10	Work on form of Trustco subsidiary restated operating agreement and analyze issues regarding same (3.9)	JBD	3.90	300.00	\$1,170.00
06/03/10	Continue legal research regarding anticipated objections to confirmation (.5)	JKH	.50	225.00	\$112.50

Invoice # 1449314

034618-11002

Page 4

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/03/10	Correspondence from Ms. Cohn (.1); review and revise letter to investors (.5); review and work on land election issues and multiple correspondence related thereto (.4); telephone conference with Mr. Estes regarding Divestco properties (.5); review and address multiple issues regarding disclosure statement, exhibits, supplemental mailings, additions, and other miscellaneous matters (.8); analyze issues and strategy regarding settlements and work on resolution of title concerns (1.2); telephone conference regarding case issues and course of action with respect thereto (1.5)	TJC	4.90	400.00	\$1,960.00
06/04/10	Analyze course of action concerning substantiative consolidation appeals and exchange series of communications concerning distribution plan and plan approval (.8); analyze course of action concerning Lone Star settlement (.5); series of exchanges with Ms. Pearson regarding Bank of Whitman resolution (.2); series of exchanges with Mr. Criswell regarding dismissal of appeals (.1); conference call with Messrs. Hamstreet, Yates, Rundell and Marcos regarding PlainsCapital settlement, status of loan restructuring, and course of action concerning Lone Star (.4); exchange with Mr. Drew regarding Detroit Fire & Police settlement (.2); exchange communications with Judge Velure regarding Detroit Fire & Police settlement (.1); attend conference call with CRO, receiver and advisors regarding status and course of action concerning confirmation and closing of Blackstone transaction (.8)	ANK	3.10	450.00	\$1,395.00
06/04/10	Review issues regarding inquires pertaining to rollover elections (.3); revise term sheet regarding Century Fields and Briarwood and multiple correspondence related thereto (1.2)	TJC	1.50	400.00	\$600.00

Invoice # 1449314

034618-11002

Page 5

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/05/10	Multiple correspondence regarding Cambridge Place and Cambridge Court documents (.3); review financial information (.3); work on term sheets for Cambridge Place (.9); work on and revise term sheet for Cambridge Court (.8); review multiple pleadings regarding non-mingled property exceptions and related claims (.4); draft memorandum to Mr. Petersen regarding appeals pertaining to SEC case, bankruptcy case, and consolidation issues and effects thereof (.7); review multiple correspondence with title company regarding appeal matters (.2); multiple correspondence regarding Crown Point issues (.3)	TJC	3.90	400.00	\$1,560.00
06/06/10	Review revisions to LLC settlement from Mr. Steinhouse (.3); review memorandum regarding settlement with IRET Properties (.3); review IRET proofs of claim (.4); draft settlement agreement and loan modification agreement (1.8)	ANK	2.80	450.00	\$1,260.00
06/07/10	Review and exchange e-mail correspondence with Mr. Wetzlaufer regarding Merrill Lynch swap agreement and analysis (.5); review GE term sheet and order approving GE agreement to analyze relationship with Merrill Lynch swap agreement (.4); series of e-mail communications concerning appeals and priorities (.7); telephone conference with Mr. Hamstreet regarding LLC settlement agreement and course of action (.5); analyze course of action concerning revisions to LLC settlement agreement and review Steinhouse proposed revisions (.3); attend CRO and receiver daily conference call regarding status and course of action concerning confirmation and closure (.7); series of e-mail communications concerning Detroit Police & Fire loan restructuring with Messrs. Drew and Hamstreet (.3)	ANK	3.40	450.00	\$1,530.00

Invoice # 1449314

034618-11002

Page 6

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/07/10	Telephone conference with Mr. Yates regarding lender workout issues (.3); prepare for and participate in Ninth Circuit mediation conferences (.6); draft and revise response to Bank of Whitman (.7); telephone conference with Mr. Yates regarding upcoming hearings (.2); analyze plan and strategy issues (.7); telephone conference regarding case developments and course of action (.7); telephone conference with Ms. Dunn regarding lender issues (.4); review pleadings related to Hawthorne Gardens issues (.2)	TJC	3.80	400.00	\$1,520.00
06/08/10	Review Steinhouse comments on HFG settlement agreement (.4); review, revise and comment on Zaro revisions to HFG settlement agreement (1.1); meeting with Mr. Hamstreet relating to member LLC settlement agreement and schedules (.8); exchange e-mail correspondence with Ms. MacLean regarding terms of settlement (.2); telephone conference with Judge Velure regarding Bank of Whitman/Becktell warehouse settlement and avoidance matters (.3); meeting with Mr. Hamstreet and advisors regarding status of loan restructurings, allocation of responsibilities and confirmation issues (.7); attend conference call with CRO, receiver and advisors regarding course of action concerning closing and confirmation and related issues (.7); revise member value election settlement agreement (2.2)	ANK	6.40	450.00	\$2,880.00

Invoice # 1449314

034618-11002

Page 7

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/08/10	Meeting with Mr. Hamstreet and advisors regarding restructuring issues and course of action (.7); revise response to Bank of Whitman's motion for clarification (.2); review multiple responses filed to motion set for hearing (.2); prepare for and attend hearing on miscellaneous matters including Health Choice, Calhoun and Bank of Whitman motions (.5); multiple correspondence with Ms. Dunn regarding various term sheets and loan transaction issues (.5); revise Century Fields and Briarwood term sheets (.5); correspondence to Ms. Kosydar (.2); correspondence from Ms. Dunn (.1); further revisions to Century Fields and Briarwood term sheets (.8); analyze issues regarding resident buy-ins and potential treatment (.7); telephone conference with Ms. Cohn (.3); telephone conference with restructuring team regarding updates and course of action (1.0); work on a revised Cambridge Place term sheet (.5)	TJC	6.20	400.00	\$2,480.00

Invoice # 1449314

034618-11002

Page 8

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/09/10	Telephone conference with Mr. Kellerman regarding Premier West treatment in plan (.3); exchange series of communications regarding Regions Bank deal with Mr. Rundell (.2); conference call concerning Bank of Whitman negotiations and potential resolution (.2); work on drafting motion to approve LLC member settlement agreement (1.3); series of communications with various creditors concerning inquiries relating to plan and disclosure statement (.5); review memorandum concerning position of Securities and Exchange Commission on exemption from 1940 Act (.2); series of communications with Mr. Summers regarding resolution of Falk issues (.3); series of communications with Judge Velure regarding Bank of Whitman and Detroit Fire & Police (.6); attend conference call concerning tax implications of Trustco structure (.8); revise LLC member settlement agreement (.7); review e-mail correspondence from Ms. Isserlis regarding LLC member settlement (.1); conference call with Ms. MacLean and Messrs. Zaro and Hamstreet concerning terms of LLC settlement agreement (.8); review revised HFG settlement agreement (.4); inter-office conference concerning Ninth Circuit mediations and course of action concerning appeals (.4); review and revise Cathay Bank term sheet (.3); review draft subscription agreement for TICs (.2); series of communications with Messrs. Hamstreet and Drew concerning resolution of Detroit Fire & Police restructuring (.9); memorandum to Mr. Hamstreet regarding settlement rights and authorities pursuant to distribution plan and injunction order (3.); review multiple letters from Ms. Kosydar concerning discovery requests and analyze course of action in response thereto (.8); review series of e-mail exchanges concerning settlement with LNR (.2); review Mr. Zaro's e-mail correspondence concerning Bank of Whitman issues concerning mediation (.2)	ANK	9.70	450.00	\$4,365.00

Invoice # 1449314

034618-11002

Page 9

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/09/10	Review and revise Cambridge Place term sheet and correspondence to Ms. Kosydar (.3); multiple correspondence regarding terms for continued occupancy of headquarters building (.3); multiple telephone calls with Ms. Cohn regarding investor and election issues (.2); review draft correspondence to investors (.4); telephone conference with Ms. Kosydar (7); review Cathay Bank term sheet and draft correspondence to Ms. Dunn regarding same (.3); review issues regarding First Sound and correspondence regarding same (.3); review numerous discovery requests and consider response and course of action related thereto (.5); correspondence to Ms. Kosydar (.1); telephone conference with Mr. Bossil regarding lien issues (.2); analyze course of action regarding appeals (.4)	TJC	3.70	400.00	\$1,480.00
06/10/10	Draft motion for approval of LLC member offer and settlement (1.8); prepare for Saturday mediation (.5); review draft settlement agreement from Mr. Jackson (.3); multiple e-mail exchanges concerning settlement proposal from Mr. Jackson between and among Judge Velure, Mr. Zaro, Mr. Hamstreet, and others (.8); conference call with Mr. Summers regarding Falk issues and potential resolution (1.1); review LLC member value schedule (1.5); e-mail exchange concerning modifications to schedule (.3); telephone conference with Mr. Drew regarding Detroit Fire & Police resolution (.2); e-mail exchange with Mr. Hamstreet and Judge Velure regarding Detroit Fire & Police resolution (.2); telephone conference with Mr. Drew regarding position of Detroit Fire & Police on restructuring (.3); draft e-mail to Judge Velure and Mr. Hamstreet regarding position of Detroit Fire & Police and recommendation (.3); attend CRO and receiver and advisers conference call (.4); telephone conference with Mr. Hamstreet regarding various open issues and course of action (.5)	ANK	8.20	450.00	\$3,690.00
06/10/10	Ongoing review and analysis of Trustco properties issues (.8)	IN	.80	375.00	\$300.00

Invoice # 1449314034618-11002Page 10

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/10/10	Review and respond to multiple claim inquires regarding plan and related documents (.8); multiple correspondence with Ms. Cohn regarding investor issues (.4); telephone conference with Mr. Vissel (.2); telephone conference regarding case developments and course of action (.5); review and suggest modifications to various term sheets (.5); telephone conference with Mr. Yates regarding Kosydar issues (.2); telephone call with court clerk regarding administrative matters (.1)	TJC	2.70	400.00	\$1,080.00

Invoice # 1449314

034618-11002

Page 11

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/11/10	Revise motion for authority to make LLC membership agreement offers (.5); revise LLC membership settlement agreement (.2); draft motion for emergency hearing and limited notice and related order (.3); review revised schedule to be attached as exhibit 2 to LLC settlement motion (.3); e-mail exchange with CRO personnel regarding preparation for transmittal to members, including drafting of transmittal letter and personalizing contracts (.4); telephone conference with Mr. Summers regarding Falk settlement (.2); review Summer's analysis of Falk settlement (.3); analyze course of action concerning implementation of Falk settlement (.7); conference call with Mr. Summers and mediators regarding preparation for Falk mediation and potential resolution (.4); review proofs of claim filed by Dr. Falk (.7); review Hamstreet analysis of Fauk settlement (.2); review multiple discovery requests from Ms. Kosydar's office (.3); draft response to discovery requests (.9); review memorandum concerning meeting with SEC and request for exemptions from 1940 Act (.3); series of e-mail exchanges concerning issues raised by SEC to be addressed at Monday SEC meeting (.5); review series of e-mail exchanges concerning Fannie Mae resolution (.2); review series of e-mail exchanges relating to Cathay Bank loan restructuring (.3); series of e-mail exchanges with Mr. Fogg regarding Wells Fargo restructuring (.3); review e-mail correspondence concerning response of landlord to Oakridge lease restructuring (.2); draft e-mail regarding alternative ways to address Oakridge landlord concerns (.4); review and reply to e-mail correspondence from Ms. Isserlis concerning structure of proposed LLC member settlement agreement (.4); review draft revisions to Detroit Fire and Police loan restructuring (.2); prepare for Saturday mediation (.4)	ANK	8.60	450.00	\$3,870.00
06/11/10	Ongoing work regarding Moss Adams tax analysis (1.5); ongoing analysis of Trustco properties issues (1.0)	IN	2.50	375.00	\$937.50
06/11/10	Work on form of cramdown loan documents (1.0)	JBD	1.00	300.00	\$300.00

Invoice # 1449314

034618-11002

Page 12

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/12/10	Meeting with Mr. Hamstreet concerning preparation for mediation, approach to resolution of claim issues and proposed resolution of Falk claim (1.0); attend Saturday mediation concerning Bank of Whitman, Bechtel warehouse and Henry claims (6.5)	ANK	7.50	450.00	\$3,375.00
06/12/10	Continue drafting memorandum in support of confirmation of plan (1.5)	JKH	1.50	225.00	\$337.50
06/13/10	Review files regarding communications concerning negotiation of LLC member settlement agreement (.4); series of e-mail exchanges with Mr. Elsaesser and multiple others concerning terms of LLC settlement agreement (1.0); draft correspondence to Mr. Zaro concerning Falk settlement and course of action relating to Falk settlement and others (.9)	ANK	2.30	450.00	\$1,035.00
06/14/10	Series of e-mail exchanges with Mr. Elsaesser and Ms. Isserlis regarding terms of LLC settlement agreement (.8); telephone conference with Mr. Steinhause and Ms. Giannamore regarding tax implications of less than unanimous approval (.4); draft memorandum concerning tax implications to Mr. Elsaesser and others (.3); interoffice conference concerning Bechtel sale documentation and court approval (.5); multiple exchanges concerning avoidance actions, analysis of claims, amount and nature of claims and potential resolution of claims with Mr. Elsaesser, Judge Velure and others (1.1); review committee response to motion regarding LLC settlement (.2); revise LLC settlement agreement (.4); attend conference call with CRO, receiver and advisers concerning status of claims negotiations and resolutions, bank restructuring, Blackstone sale, SEC meetings, confirmation matters and related issues (.7)	ANK	4.40	450.00	\$1,980.00
06/14/10	Ongoing work regarding LLC member election (.6); ongoing work regarding HFG settlement agreement (.5)	IN	1.10	375.00	\$412.50
06/14/10	Continue drafting memorandum in support of confirmation of plan (3.0)	JKH	3.00	225.00	\$675.00

Invoice # 1449314

034618-11002

Page 13

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/15/10	Review TIC committee objection to LLC settlement motion (.3); several communications with Ms. MacLean regarding LLC settlement (.3); revise LLC settlement agreement (.4); e-mail correspondence to multiple parties circulating revised LLC agreement (.1); conference call with Ms. Giannamore and Mr. Steinhause regarding revisions to LLC agreement (.7); revise LLC agreement (.8); prepare for and attend hearing regarding LLC settlement agreement (.6); review series of communications concerning revisions to SEC exemption request and exchange communications concerning allocation of LLC membership interests (.5); conference call with receiver, CRO and advisers regarding status and course of action (.4); review multiple exchanges concerning debt restructuring (.2)	ANK	4.30	450.00	\$1,935.00
06/15/10	Draft e-mail regarding application of section 1145 (.2)	LS	.20	450.00	\$90.00
06/15/10	Multiple correspondence from Mr. Wettlaufer (.1); telephone conference with Mr. Wettlaufer and review and provide information (.3); review correspondence and work on issues regarding potential claims (.3); multiple correspondence from creditors and investors (.3); telephone conference regarding investor and plan issues (.4); work on issues regarding Crown Pointe turnover and multiple communications related thereto (.7); multiple correspondence and communications with client and telephone conference related to office building space (1.3); telephone conference with Ms. Barton regarding contract issues and secured debt issues (.9); work on draft and revise LNR term sheet and correspondence related thereto (2.1)	TJC	6.40	400.00	\$2,560.00

Invoice # 1449314

034618-11002

Page 14

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/16/10	Review comments from counsel for IRET regarding draft settlement and lease modification agreement (.7); series of e-mail exchanges with IRET counsel (.5); revise IRET settlement and lease modification agreement (.8); series of e-mail exchanges with Mr. Drew concerning Detroit Fire & Police resolution (.3); review draft letter of transmittal to members of LLC member settlement agreement and comment on draft (.3); review subscription agreement for use with LLC member settlement (.4); series of revisions to LLC member settlement agreement (.8); series of e-mail exchanges concerning finalizing LLC settlement agreement (.4); attend conference call with receiver, CRO and advisers regarding status (.5); review claims analysis and telephone conference with Mr. Hamstreet concerning claims analysis (.6); begin draft of confirmation order (.3)	ANK	5.00	450.00	\$2,250.00
06/16/10	Multiple telephone calls with Mr. Caplan regarding lender issues (.3); work on and revise term sheet for LNR (.9); telephone conference, work on review and revise Cathay Bank loan modification agreement (.4); work on documents and motions and multiple correspondence and telephone calls with lender's counsel pertaining to acquiring information from Crown Pointe operator (.6); multiple telephone conferences with Mr. Wettlaufer and operator's counsel and related correspondence regarding transition issues (.7); compile information and work on mediation statements (2.5); work on and update term sheets for various lenders including Cambridge Court, Cambridge Place, Century Fields and Briarwood (2.3)	TJC	7.70	400.00	\$3,080.00

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/17/10	Revise LLC member settlement agreement (.3); draft order approving LLC member settlement agreement (.3); series of e-mail exchanges with counsel concerning order approving LLC member settlement agreement and course of action (.2); review comments to draft IRET settlement agreement (.4); modify IRET settlement and loan modification agreement (.5); series of e-mail exchanges with counsel regarding modifications to IRET settlement agreement (.2); draft Jacobsen mediation statement (.8); meeting with CRO and advisors regarding status of loan modifications and course of action in concluding and documenting loan modifications (.8); e-mail exchange with Mr. Drew regarding Detroit Fire and Police documentation (.1); review and revise draft confirmation brief (.7); work on confirmation order (.5); conference call with CRO, receiver and advisors regarding status and course of action on various matters (.4); review our clients' mediation statement (.3); draft confirmation order (1.7)	ANK	7.20	450.00	\$3,240.00
06/17/10	Analyze strategy and issues related to confirmation memorandum and hearing (2.2); draft and revise motion to confirm Ms. Dunn's signature authority (.6)	JKH	2.80	225.00	\$630.00
06/17/10	Meeting with Mr. Hamstreet and advisors regarding loan modifications, status and course of action related thereto (.8); prepare for and attend series of Ninth Circuit mediations (1.8); work on and revise mediation statements and multiple correspondence regarding information related thereto (1.8); review and revise motion for authority of Ms. Dunn to sign for CRO (.1); multiple correspondence and work on issues regarding state court receivers and their removal (.3); telephone call to Mr. Cushing regarding Pivotal Solutions (.1)	TJC	4.90	400.00	\$1,960.00
06/18/10	Review and revise confirmation memorandum (1.8); review and exchange series of e-mails concerning Jacobsen and Plains Capital mediations and settlements (.7); review and exchange series of e-mails concerning Falk mediation (.4)	ANK	2.90	450.00	\$1,305.00

Invoice # 1449314

034618-11002

Page 16

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/18/10	Prepare for and participate in meeting with Ms. Dunn and others regarding lenders, liens and other issues (1.2); review draft of member value election letter and related correspondence (.3); review correspondence and proposed order regarding Orchard Park receiver and multiple correspondence regarding same (.4); work on issues regarding cram-down loan documents (.5); work on issues regarding settlement agreement (.4); telephone conference with CRO team regarding development and course of action (.6); work on issues regarding removal of general receivers and multiple correspondence related thereto (.4); multiple correspondence with Messrs. Summers and Yates regarding RBS issues (.2)	TJC	4.10	400.00	\$1,640.00
06/20/10	Continued review and revision of confirmation memorandum and draft memorandum to Mr. Hein regarding revisions (.9)	ANK	.90	450.00	\$405.00
06/20/10	Continue review and analysis of materials for multiple mediation sessions (1.5); meeting with Messrs. Hamstreet, Zaro and Wettlaufer (.5); attend mediation sessions regarding Mr. Falk (8.0); prepare for next day's mediations with secured lenders and meeting related thereto (1.8)	TJC	11.80	400.00	\$4,720.00
06/21/10	Review proposed revisions to IRET settlement agreement from Mr. Kelley (.3); revise IRET settlement agreement (.4); e-mail correspondence to Mr. Kelley (.2); series of e-mail exchanges with Ms. Cohn and Mr. Hamstreet regarding potential modification of plan to provide alternative treatment MLP (.5); review e-mail correspondence from Mr. Rogers regarding GE position on interest rate swaps and consider response (.3); e-mail correspondence to Mr. Yates concerning proposed response (.2)	ANK	1.90	450.00	\$855.00
06/21/10	Meeting with Mr. Hamstreet and prepare for mediation sessions (1.0); prepare for and attend mediation sessions with secured lenders (10.5); work on, review and revise term sheets (.7)	TJC	12.20	400.00	\$4,880.00
06/22/10	Ongoing research and analysis of over-all tax consequences of plan of reorganization (1.3)	IN	1.30	375.00	\$487.50

Invoice # 1449314

034618-11002

Page 17

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/22/10	Meeting regarding case and mediation issues (2.0); prepare for and attend mediation sessions (7.5); strategy meeting regarding mediations (1.1); correspondence from Mr. Lowe (.2)	TJC	10.80	400.00	\$4,320.00
06/23/10	Review plan objection of Detroit Fire and Police (.1); review and exchange e-mail correspondence regarding Falk mediation (.3); revise confirmation memorandum (.8); review and exchange series of e-mails regarding Jacobsen/Plains Capital mediations (.5); series of exchanges with Mr. Kelley regarding IRET settlement (.7); work on draft of confirmation order (1.1); series of communications regarding LLC member settlement (.9)	ANK	4.40	450.00	\$1,980.00
06/23/10	Ongoing research and analysis of tax consequences of parties to plan of reorganization (1.5)	IN	1.50	375.00	\$562.50
06/23/10	Prepare for and attend mediations including LLC members' settlement and Spring Point (5.3); follow-up work regarding mediations and multiple communications related thereto (2.1); telephone conference regarding case issues and development (.8); multiple correspondence and work on issues regarding exhibits to LLC members' settlement (.4); correspondence from and to Mr. Vanden Bos regarding Fisher and related property issues (.2); review issues regarding Lubbock documents (.2); correspondence with Mr. Wettlaufer regarding H.R. Industrial matters (.2); review Century Fields' and Briarwood's motions for 2004 examinations and review and revise draft response (.9); correspondence to and from Ms. Kosydar (.2)	TJC	10.30	400.00	\$4,120.00

Invoice # 1449314

034618-11002

Page 18

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/24/10	Prepare for and attend hearing on motion to compel production of documents (.4); telephone conference with Mr. Zaro regarding discovery issues (.2); telephone conference with Mr. Yates regarding loan modification and settlement issues (.3); telephone conference with Ms. Cohn (.2); work on issues regarding LLC members settlement agreement (.3); telephone conference with Ms. MacLean (.3); telephone conference with CRO team regarding status and course of action on various issues (.5); follow-up telephone conference with Ms. Cohn (.2); telephone conference with Mr. Stevens and Mr. Wettlaufer regarding Crown Pointe (.4); telephone conference with Mr. Zaro and Mr. Yates (.4); work on LLC members' settlement agreement issues and multiple conferences and communications related thereto (2.1); review motion for reconsideration of 2004 examinations and related correspondence and telephone messages (.3); multiple telephone calls, correspondence, analysis, respond, and draft reply to motion for reconsideration (1.1); multiple correspondence and telephone conferences regarding Clovis and Hobbs issues (.3); work on and revise Plans Capital pleadings (.7); multiple correspondence and telephone conferences regarding Lubbock (.4); work on and review Cambridge Court term sheet (1.5)	TJC	9.60	400.00	\$3,840.00
06/25/10	Ongoing research and analysis of tax consequences of parties to plan of reorganization (1.5)	IN	1.50	375.00	\$562.50
06/25/10	Work on Divestco strategy (.5)	JC	.50	375.00	\$187.50

Invoice # 1449314

034618-11002

Page 19

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/25/10	Multiple correspondence and work on issues regarding LLC settlement agreements (3.2); telephone conferences and correspondence regarding Divestco property issues (.6); review issues and draft correspondence regarding Crown Pointe (.3); telephone conference with Ms. Cohn regarding TIC issues (.4); telephone conferences with Mr. Zaro regarding LLC settlement matters (.2); work on revised Cambridge Court settlement agreement and multiple communications related thereto (1.2); review revisions and final documents regarding Lubbock (.4); telephone conferences with Mr. Zaro regarding FHG mediation (.3); telephone conference with Ms. Whyte regarding mediation issues (.2); telephone conference regarding Divestco TIC issues (.4); work on issues regarding Crown Pointe (.4); additional telephone conferences and work on LLC settlement matters (.4)	TJC	8.00	400.00	\$3,200.00
06/26/10	Correspondence from Ms. Kosydar (.1); review and work on issues regarding Century Fields' and Briarwood's term sheets (.8); review HFG settlement agreement, prior correspondence, transcripts and pleadings, and analyze HFG status situation and proposed revisions to rollover member agreement and settlement agreement, and analyze and consider responses related thereto (3.8); multiple correspondence regarding Cambridge Court terms (.3); review issues regarding LLC members' settlement (.3)	TJC	5.30	400.00	\$2,120.00
06/27/10	Review changes to rollover member LLC agreement and settlement agreement and proposed claims release order proposed by Mr. Harder (1.3); analyze response (.8); draft proposed e-mail to Judge Velure regarding Mr. Harder's position and implications for confirmation (.9); e-mail correspondence circulating proposed response (.1)	ANK	3.10	450.00	\$1,395.00
06/27/10	Multiple correspondence and communications regarding HFG mediation issues, strategy, and continue to compile information related thereto (.7)	TJC	.70	400.00	\$280.00

Invoice # 1449314

034618-11002

Page 20

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/28/10	Review comments to draft correspondence to Judge Velure and revise e-mail correspondence (.8); revise confirmation order (1.2); attend CRO and receiver conference call regarding Harder position and mediation and tax issues (1.4); series of exchanges regarding IRET settlement with Messrs. Kelley and Petersen (.6)	ANK	4.00	450.00	\$1,800.00
06/28/10	Respond to email with follow-up questions related to the disclosure statement (1.4)	CLU	1.40	250.00	\$350.00
06/28/10	Telephone conference regarding Harder Fisher Gutzler issues and course of action related thereto (.6); telephone calls with Mr. Zaro, including telephone conference with Judge Velure (.4); prepare for and participate in telephone conference regarding Divestco TICs (.5); work on issues regarding mediation strategy (.5); prepare for and participate in meeting with Messrs. English and VanSpreybroeck (.9); multiple communications and follow-up work regarding HFG call and meeting (.8); correspondence from and to Ms. MacLean regarding HFG and Divestco issues (.1); review correspondence and multiple communications regarding LLC members' settlement materials (.3); telephone conference with Mr. Steinhause and Ms. Cohn (.3); telephone conferences with Ms. Dunn regarding HFG and accounting issues (.2); telephone conference with CRO's tax advisors and HFG's tax advisors and consultants (1.5); telephone conference with Mr. Zaro regarding HFG (.1); review draft confirmation order (.2); correspondence to and from Mr. Dittman regarding discovery and plan confirmation issues (.2); work on issues regarding plan modifications and amendments (.3); analyze issues regarding HFG meeting (.4); review correspondence and work on issues regarding executory contracts (.3); review committee's proposed LLC members settlement presentation (.2); review draft of Cambridge Place documents (.3); correspondence to and from Ms. Kosydar and Ms. Whyte regarding loan modifications (.2); correspondence with Ms. Cohn (.1); multiple correspondence with Ms. Whyte regarding lender issues (.2); multiple correspondence with Mr. Yates (.2)	TJC	8.80	400.00	\$3,520.00

Invoice # 1449314

034618-11002

Page 21

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/29/10	Series of exchanges regarding draft confirmation order (.3)	ANK	.30	450.00	\$135.00
06/29/10	Prepare for meeting with HFG group (.8); participate in HFG meetings (5.1); prepare for and participate in telephone conference with Ms. Whyte and Ms. Kosydar (1.5); telephone conference with Ms. Cohn regarding HFC, LLC member and other case issues (.4); work on draft and multiple revisions to agreement regarding Cambridge Court (1.8); analyze issues and open items regarding HFG and course of action related thereto (.3); review issues and multiple correspondence regarding executory contract assumptions and rejections (.2); telephone conference with Ms. Dunn regarding lender and other issues (.5); review correspondence and documents regarding LLC members' settlement and telephone conference with Ms. Cohn regarding same (.3); review FDIC loss share agreement and analyze potential work around's (1.2); review issues regarding plan, note and loan modification agreement revisions (.4); multiple correspondence to and from Ms. Dunn regarding term sheets and status of various negotiations (.5); review witness list from lender and correspondence related thereto (.2); correspondence to and from Mr. Dittman regarding plan issues (.2); draft correspondence to Ms. Kosydar regarding Cambridge (.2); draft correspondence to Mr. Yates regarding Divestco, USNB and other issues (.2); multiple correspondence regarding loan work outs and restructurings, status, course of action and resolution of open matters (1.1); correspondence to Ms. Barton regarding lender and term sheet issues (.1); review and work on modification agreement regarding Cambridge Place (.6)	TJC	15.60	400.00	\$6,240.00
06/30/10	Ongoing review and analysis of overall tax structure of plan of reorganization resulting from meeting with HFG representatives (2.3)	IN	2.30	375.00	\$862.50

Invoice # 1449314

034618-11002

Page 22

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/30/10	Work on and revise loan modification agreement and plan agreement regarding Cambridge Place (1.6); correspondence to Ms. Kosydar (.1); review status regarding US National Bank resolution for appeal purposes (.1); correspondence to and from Mr. Yates regarding restructuring deals through plan of reorganization (.2); analyze issues regarding pursuit of discovery and multiple correspondence and telephone conference with co-counsel regarding same (.3); review Cambridge Court agreement and draft correspondence thereto (.5); telephone conference with CRO team regarding action items and proposed responses (1.1); multiple correspondence from and telephone calls with Ms. Whyte (.2); review correspondence regarding response to Harder Fisher Gutzler advisors (.2); review proposed revisions to MMA loan documents (.2); prepare for and conduct meeting with Mr. Marcos regarding depositions and FDIC conference call (.5); telephone conference with Messrs. Marcos and Zaro (.2); telephone conference with Ms. Kosydar and clients, Messrs. Zaro and Marcos regarding Centerline and FDIC issues (.8); meeting with Mr. Marcos regarding deposition preparations and related issues (1.7); review correspondence regarding status of Blackstone deals (.1); correspondence from and to Ms. Kosydar regarding Cambridge Court issues (.5); multiple correspondence with Mr. Dittman regarding plan and deposition issues (.3); review LLC FAQs (.2); review draft correspondence to Ms. Dunn regarding LLC settlement (.1); telephone conference with Ms. Cohn regarding numerous issues (.3); telephone conference with Ms. Dunn regarding lenders, sales issues and other matters (.4); work on revisions to Cambridge Court term sheet (.3)	TJC	9.90	400.00	\$3,960.00
TOTAL FEES					\$124,027.50

Timekeeper Summary

<u>TIMEKEEPER</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
Albert N. Kennedy	113.40	450.00	\$51,030.00
Christine L. Uri	1.40	250.00	\$350.00

Invoice # 1449314

034618-11002

Page 23

<u>TIMEKEEPER</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
Ingolf Noto	14.80	375.00	\$5,550.00
James K. Hein	10.00	225.00	\$2,250.00
Jeanne M. Chamberlain	0.50	375.00	\$187.50
Justin B. Denton	8.30	300.00	\$2,490.00
Leon Simson	0.20	450.00	\$90.00
Timothy J. Conway	155.20	400.00	\$62,080.00
TOTALS	303.80		\$124,027.50

CURRENT CHARGES	\$124,027.50
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1600 Pioneer Tower
888 SW Fifth Avenue
Portland, Oregon 97204
503.221.1440

July 16, 2010

Invoice No. 1449315
Matter No. 034618-12002

Stayton SW Assisted Living, L.L.C.
c/o Shirley Dunn
Hamstreet & Associates
c/o SunWest Management, Inc.
P.O. Box 3006
Salem, OR 97302-0006

STATEMENT FOR PERIOD THROUGH 6/30/10

FOR LEGAL SERVICES RENDERED: Relief from Stay Proceedings

Time Detail

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/04/10	Work to finalize stipulation with RBS Citizens (.1)	ALS	.10	250.00	\$25.00
06/16/10	Work on motion for relief from stay (.1)	ALS	.10	250.00	\$25.00
06/29/10	Review and draft correspondence regarding Westbrook Gardens and receive multiple correspondence related thereto (.2)	TJC	.20	400.00	\$80.00
06/30/10	Multiple correspondence regarding Westbrook Gardens (.2)	TJC	.20	400.00	\$80.00
TOTAL FEES					\$210.00

Timekeeper Summary

<u>TIMEKEEPER</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
Ava L. Schoen	0.20	250.00	\$50.00
Timothy J. Conway	0.40	400.00	\$160.00
TOTALS	0.60		\$210.00

CURRENT CHARGES **\$210.00**

July 16, 2010

 Invoice No. 1449316
 Matter No. 034618-13002

Stayton SW Assisted Living, L.L.C.
 c/o Shirley Dunn
 Hamstreet & Associates
 c/o SunWest Management, Inc.
 P.O. Box 3006
 Salem, OR 97302-0006

STATEMENT FOR PERIOD THROUGH 6/30/10

FOR LEGAL SERVICES RENDERED: 363(h) Adversary Proceedings

Time Detail

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/01/10	Review TIC settlement packets (8.5)	AMC	8.50	100.00	\$850.00
06/01/10	Review proposed stipulated order from Mr. Jacoby concerning Crown Pointe (.3); review status of settlement acceptances by Crown Pointe TICs (.2); analyze implications and draft response to Mr. Jacoby (.4); series of exchanges with Mr. Jacoby and others concerning Crown Pointe (.3)	ANK	1.20	450.00	\$540.00
06/01/10	Conference with Mr. Conway regarding Divestcos (.2); review pleadings and form of judgment (.3)	JC	.50	375.00	\$187.50
06/01/10	Continue to review and summarize TIC settlement documents (7.1); field calls and email messages from TICs regarding completion of documents (2.0)	PLM	9.10	100.00	\$910.00
06/01/10	Review and process settlement agreements (5.2); meet with Mr. Stephens regarding agreements (.1); review and organize information regarding TIC investors who received an extension (.3); review and process settlement packets for G. Travess and M. Travess' Covak-5 (.3); review telephone messages and e-mails from TIC investors (.5)	SCF	6.40	90.00	\$576.00
06/02/10	Review TIC settlement packets (5.6)	AMC	5.60	100.00	\$560.00
06/02/10	Continue initial review and summary of TIC settlement packages (7.0)	PLM	7.00	100.00	\$700.00

Invoice # 1449316

034618-13002

Page 2

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/02/10	Prepare and resend settlement packets for DiCarlo's Parkway Village, DiCarlo's Englewood Heights, and K. Stearns Sandia Springs (.7); review and organize settlement agreements (.1); meet with Ms. Miller regarding settlement agreements (.1); prepare and resend settlement packets for McCallum's Northpark and Lawrence's Carriage Inn (.5); review and organize settlement packet materials for Buckingham Estates, Canterbury Court, Canterbury Gardens, Carriage Inn, Cedar Ridge, and Chestnut Lane (.4)	SCF	1.80	90.00	\$162.00
06/02/10	Correspondence to and from Mr. Anderson regarding TIC judgments (.1)	TJC	.10	400.00	\$40.00
06/03/10	Continue to review and summarize TIC settlement documents (4.50)	PLM	4.50	100.00	\$450.00
06/03/10	Review and update list of settlement agreements (.4); prepare Crown Pointe settlement agreements for Mr. Wettlaufer (.6); review and process settlement agreements (1.9); prepare settlement packet for Judy Lyon's Chestnut Lane (.2); prepare tax section of settlement agreement for Mr. Stephens (.2); review and organize materials regarding settlement agreements (1.0); telephone conference with Mr. Wettlaufer regarding Crown Pointe withdrawals from settlement agreement (.1); review and process settlement agreements for Yarris' Waterford, Yarris' Englewood Heights, and Scott's Covak-5 (.6); review and organize TIC investor address information (.9)	SCF	5.90	90.00	\$531.00
06/04/10	Prepare waiver of oral argument, proposed order and proposed form of judgment (1.5); communications regarding new Divestcos (.1); confer regarding judgment issues (.7)	JC	2.30	375.00	\$862.50
06/04/10	Continue to process TIC settlement packages (3.6)	PLM	3.60	100.00	\$360.00

Invoice # 1449316

034618-13002

Page 3

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/04/10	Review and process settlement agreements (1.4); meet with Mr. Petersen regarding mailing of final materials (.1); telephone conferences with TIC investor Mr. Groves regarding settlement packet (.4); prepare settlement packet for Mr. Groves (.2); telephone conferences with investors regarding drop-off of completed settlement packets (.2); telephone conference with investor Ms. Ziebell (.5); meet with Mr. Conway regarding rollover elections (.2); review rollover equity election materials (1.0); review telephone messages and e-mails regarding rollover equity elections (1.0); telephone conference with Mr. Bakhshian at BMC Group regarding claims information (.2)	SCF	5.20	90.00	\$468.00
06/04/10	Analyze issues and strategy regarding judgments (.7); multiple communications regarding Divestco adversaries (.2); multiple correspondence with Mr. Nelson regarding form of judgment (.3)	TJC	1.20	400.00	\$480.00
06/05/10	Prepare judgments (.5)	JC	.50	375.00	\$187.50
06/06/10	Prepare summary judgment motion, memorandum and settlement package for new case (1.6); prepare judgments (1.1)	JC	2.70	375.00	\$1,012.50
06/07/10	Revise summary judgment motion papers (.3)	JC	.30	375.00	\$112.50
06/07/10	Review and organize settlement agreement materials (.4); prepare settlement packets for Autumn Glen, West Park Place, and Eagle Cove (.3); meet with Ms. Chamberlain regarding mailing final delivery documents (.1); prepare recipient list for final delivery mailing and non-respondents to settlement agreement (.2); meet with Ms. Dennis regarding mailing lists (.2); prepare exhibit for waiver of oral argument regarding summary judgment and list of TICs who will receive second mailing regarding settlement agreement (1.0); review and organize list of settlement agreements received, settlements not received, received but wanting cash, and settlements withdrawn for Ms. Chamberlain (1.8); prepare stipulations for Gavriel's Covak-5 (.1); prepare and review exhibit to order granting summary judgment (2.8)	SCF	5.50	90.00	\$495.00
06/07/10	Telephone conferences and work on issues regarding form of judgment for adversary proceeding cases (.5)	TJC	.50	400.00	\$200.00

Invoice # 1449316

034618-13002

Page 4

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/08/10	Settlement offer to Spring Meadows TICs (.6); final edits to summary judgment on Spring Meadows (.4)	JC	1.00	375.00	\$375.00
06/08/10	Prepare exhibit 1 to order granting motion for summary judgment (1.5); meet with Ms. Chamberlain regarding tallies of settlements received and not received (.2); prepare settlement packets and stipulations for Spring Meadows Retirement (2.6); review and organize investor address information (.9); prepare exhibit to motion for summary judgment regarding Spring Meadows Retirement adversary proceeding (.9)	SCF	6.10	90.00	\$549.00
06/08/10	Work on TIC sale issues and title company requirements and multiple communications related thereto (1.1)	TJC	1.10	400.00	\$440.00
06/09/10	Meet with investor Ms. Martin regarding submission of certification of trust and settlement agreement materials (.1); prepare and review settlement agreements and stipulations regarding Atid's Covak-5 for Ms. Lee (.4)	SCF	.50	90.00	\$45.00
06/10/10	Revise order regarding summary judgment parties (.4)	JC	.40	375.00	\$150.00
06/11/10	Meet with Mr. Conable regarding Knowlton's Sugarland Ridge settlement agreement (.1); review and organize settlement agreement mailing materials (1.4)	SCF	1.50	90.00	\$135.00
06/15/10	Edit judgments (1.4); work on issue regarding TIC service (.4); telephone conference with Mr. Wix (.4)	JC	2.20	375.00	\$825.00
06/15/10	Review service information regarding Wix's Legacy Crossing and meet with Ms. Chamberlain regarding same (.4)	SCF	.40	90.00	\$36.00
06/16/10	Work on order (.7)	JC	.70	375.00	\$262.50
06/16/10	Review changes to list of settled vs. not settled TIC investors (.2); prepare settlement documents for Wix's Legacy Crossing (.8); review and organize materials regarding settlement agreements (.6); meet with Ms. Chamberlain regarding Spring Meadows Retirement (.2); review and revise lists of settled/not settled TIC investors (1.1)	SCF	2.90	90.00	\$261.00
06/16/10	Review order and work on adversary issues (.2)	TJC	.20	400.00	\$80.00

Invoice # 1449316

034618-13002

Page 5

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/17/10	Communications regarding Divestco sales (.3); revise summary judgment order (.3)	JC	.60	375.00	\$225.00
06/17/10	Review and organize materials regarding lists of settled/not settled TIC investors (3); revise same (.1); review lists of settled/not settled to resolve discrepancy in TICs participating in settlement agreement (1.0); prepare settlement documents for Allen's Georgian place (.2)	SCF	1.60	90.00	\$144.00
06/18/10	Prepare for summary judgment hearing (1.2); review limited objection filed by Mr. Connolly (.3)	JC	1.50	375.00	\$562.50
06/18/10	Telephone conference with Ms. Chamberlain regarding judgments (.2)	SCF	.20	90.00	\$18.00
06/18/10	Review issues in preparation for summary judgment hearings and responses to objections (.3)	TJC	.30	400.00	\$120.00
06/20/10	Prepare for hearing (2.7)	JC	2.70	375.00	\$1,012.50
06/21/10	Prepare for and participate in hearing on summary judgment motions (1.3); confirm status of settlements and prepare form of order (4.6)	JC	5.90	375.00	\$2,212.50
06/21/10	Meet with Ms. Chamberlain regarding list of settled/not settled investors (.3); revise and review list of settled/not settled investors (.3); meet with Ms. Chamberlain regarding judgments (.1)	SCF	.70	90.00	\$63.00
06/21/10	Multiple correspondence regarding lien issues (.3)	TJC	.30	400.00	\$120.00
06/22/10	Revise form of order to correspond to settlement status (.9) work on judgments (5.7)	JC	6.60	375.00	\$2,475.00
06/23/10	Revise order and judgments (4.0)	JC	4.00	375.00	\$1,500.00
06/23/10	Review list of settled/not settled TIC investors (.3)	SCF	.30	90.00	\$27.00
06/24/10	Work on entry of judgments (3.6); prepare trial motions for Divestcos (.5); TIC communications (.4)	JC	4.50	375.00	\$1,687.50
06/25/10	Review trial notices (.2); organize orders and judgments (1.2); review Graham's Ferry issue (.3)	JC	1.70	375.00	\$637.50
06/25/10	Multiple communications regarding Peridot (.5); respond to TIC inquiries (1.8)	JC	2.30	375.00	\$862.50

Invoice # 1449316

034618-13002

Page 6

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/28/10	Review and respond to title company inquiry (1.4); conference with Ms. MacLean and others regarding Divestco cases (.5); further communications regarding adversaries (.1); TIC communications regarding Divestco (.3)	JC	2.30	375.00	\$862.50
06/29/10	Review Ms. MacLean's draft complaint and comment regarding same (.9); respond to inquiries regarding various Divestco properties (1.1)	JC	2.00	375.00	\$750.00
06/30/10	Serve trial notice regarding Divestcos (.2); multiple telephone conference inquiries (1.7); review pleadings regarding SWP (.2); review and comment on Ms. MacLean's revised draft (.9)	JC	3.00	375.00	\$1,125.00
06/30/10	Meet with Ms. Hurd regarding orders setting trial dates in various adversary proceedings (.1); prepare and review service information regarding same (1.2)	SCF	1.30	90.00	\$117.00
06/30/10	Multiple correspondence regarding issues pertaining to resolution of Divestco adversary proceedings (.3)	TJC	.30	400.00	\$120.00
TOTAL FEES					\$27,484.50

Timekeeper Summary

<u>TIMEKEEPER</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
Albert N. Kennedy	1.20	450.00	\$540.00
Anita Crowther	14.10	100.00	\$1,410.00
Jeanne M. Chamberlain	47.70	375.00	\$17,887.50
Patricia L. Miller	24.20	100.00	\$2,420.00
Spencer C. Fisher	40.30	90.00	\$3,627.00
Timothy J. Conway	4.00	400.00	\$1,600.00
TOTALS	131.50		\$27,484.50

CURRENT CHARGES

\$27,484.50



1600 Pioneer Tower
888 SW Fifth Avenue
Portland, Oregon 97204
503.221.1440

July 16, 2010

Invoice No. 1449321
Matter No. 034618-15002

Stayton SW Assisted Living, L.L.C.
c/o Shirley Dunn
Hamstreet & Associates
c/o SunWest Management, Inc.
P.O. Box 3006
Salem, OR 97302-0006

STATEMENT FOR PERIOD THROUGH 6/30/10

FOR LEGAL SERVICES RENDERED: Blackstone

Time Detail

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/01/10	Review and exchange e-mail correspondence concerning issues relating to title exceptions (.3)	ANK	.30	450.00	\$135.00
06/01/10	E-mails to and from Mr. Chambers regarding SEC filing (.1)	CDH	.10	375.00	\$37.50
06/01/10	Team status meeting and weekly real estate status conference call (1.6); work on curative matters (1.0); work on TIC subsequent document packages (1.5)	DJP	4.10	275.00	\$1,127.50
06/01/10	CRO team call (1.0); ongoing work regarding TIC settlement issues (.9); ongoing work relating to purchase price allocation issues (1.1)	IN	3.00	375.00	\$1,125.00
06/01/10	Work on strategy for closing TIC transfers (2.3); conference with Mr. Petersen regarding title company issues (.2); draft cover memorandum for second deliveries (.8); develop TIC extension list (1.2); review settlement packages (3.2)	JC	7.70	375.00	\$2,887.50
06/01/10	Correspondence with title companies regarding removing mechanic's liens from title reports (1.0); prepare memoranda regarding same specific to each title company (2.0); analyze issues under title commitments including title exceptions (1.2)	JCS	4.20	225.00	\$945.00
06/01/10	Review assumed debt schedule (.5); attend real estate meeting (.9); memorandum to Mr. Yates (.5); revise unassumed debt chart (.7)	JHK	2.60	350.00	\$910.00

PLEASE RETURN ONE COPY WITH PAYMENT

EMPLOYER IDENTIFICATION NUMBER: 93-0633194

THIS STATEMENT MAY NOT INCLUDE EXPENSE ITEMS FOR WHICH WE HAVE NOT YET BEEN BILLED, OR REFLECT PAYMENTS RECEIVED AFTER THE STATEMENT DATE. A LATE CHARGE OF 9% PER ANNUM (3/4% PER MONTH) WILL ACCRUE ON INVOICES UNPAID AFTER 30 DAYS.

Invoice # 1449321

034618-15002

Page 2

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/01/10	Revise vehicle title status report; telephone conference regarding same (.5)	JWW	.50	215.00	\$107.50
06/01/10	E-mail correspondence with Mr. Pollard regarding title issues (.3); review facts and analyze issues related to title curative matters (.6); weekly real estate team status call (.8)	KAS	1.70	225.00	\$382.50
06/01/10	Letter from Mr. Stradley regarding indemnification (.2); telephone call to State Street Trust regarding administrative services for rollover (.5); conference regarding TIC settlements (1.0); prepare TIC review form (.7); provide documents to State Street to obtain proposal (1.0); CRO team call (1.0); revise indemnification agreement (.7); initial review of series of TIC settlements (2.2)	KDS	7.30	450.00	\$3,285.00
06/01/10	Participate in conference call with Title insurers (.9)	PLM	.90	100.00	\$90.00
06/01/10	Meeting with Mr. Stephens, Ms. Chamberlain, and Ms. Lee regarding criterion for review of settlement documents (.3); review defendants' settlement documents and report status of completed documents (.6)	SLD	.90	100.00	\$90.00
06/01/10	Analyze open issues, title clearing process, and plan for closing (1.0); conference call with title company representatives and buyer's representatives regarding same (.6); review title commitments and exception documents and work on title curative matters (3.5)	TGH	5.10	350.00	\$1,785.00
06/01/10	Review open Blackstone issues list (.4)	TPP	.40	400.00	\$160.00
06/01/10	Review TIC settlement agreements and initial deliveries (6.40)	VAL	6.40	150.00	\$960.00
06/02/10	Review and respond to additional title curative issues identified by buyer's counsel (3.0); evaluate Chris Ridge/West Coast Plumbing construction lien (.3); work on TIC document review (2.7)	DJP	6.00	275.00	\$1,650.00
06/02/10	Ongoing work regarding TIC settlement issues (1.3)	IN	1.30	375.00	\$487.50
06/02/10	Review TIC settlement packages and TIC communications regarding same (8.3)	JC	8.30	375.00	\$3,112.50
06/02/10	E-mail correspondence with Mr. Harmon regarding mechanic's liens (.2)	JCS	.20	225.00	\$45.00

Invoice # 1449321

034618-15002

Page 3

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/02/10	Revise memorandum to Mr. Yates (.4); revise curative title chart (.6); review supplemental title report (.7); continue with curative title work (.8)	JHK	2.50	350.00	\$875.00
06/02/10	Review TIC 30+ settlements and correct deficiencies (9.8)	KDS	9.80	450.00	\$4,410.00
06/02/10	Review settlement documents executed by defendants and record status of documents (4.0); send follow-up e-mails to owners and counsel regarding incomplete documents (2.4); online research at state level to confirm existence and management of various defendants and owners (1.0); prepare overall report of reviewed documents and status (.6)	SLD	8.00	100.00	\$800.00
06/02/10	Telephone conference with Mr. Miranda regarding title and survey affidavits required by title company (.3); review same (.2); review title commitments, exception documents, prior title policies, and work on title curative matters (4.8)	TGH	5.30	350.00	\$1,855.00
06/02/10	Review TIC settlement agreements and initial deliveries (8.2); contact TICs regarding deficient settlement agreement materials (1.0)	VAL	9.20	150.00	\$1,380.00
06/03/10	Conference call with Blackstone counsel regarding confirmation and closing (.7)	ANK	.70	450.00	\$315.00
06/03/10	Review rollover member LLC agreement (2.2); review law regarding same (.3)	CDH	2.50	375.00	\$937.50
06/03/10	Work on TIC settlement packages (7.9)	DJP	7.90	275.00	\$2,172.50
06/03/10	CRO team call (.9); ongoing work regarding TIC settlement issues (.6); ongoing work regarding LLC member election (1.5)	IN	3.00	375.00	\$1,125.00
06/03/10	Process TIC settlement packages (9.7)	JC	9.70	375.00	\$3,637.50
06/03/10	Prepare analysis of construction/mechanic's liens (.6)	JCS	.60	225.00	\$135.00
06/03/10	Review supplemental title commitments (1.3); conference with Mr. Petersen regarding legal description issues (.4); revise unassumed debt chart (.3)	JHK	2.00	350.00	\$700.00

Invoice # 1449321

034618-15002

Page 4

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/03/10	Review TIC settlement packages and resolve deficiencies, advice and analysis regarding title insurance (.7.4); telephone call with Simpson Thacher regarding closing (.8) revise reporting requirements for Blackstone Limited Liability Company (.8); CRO team call (.9)	KDS	9.90	450.00	\$4,455.00
06/03/10	Continue to investigate and resolve missing vehicle title issues (.5); commence process of formatting deeds (1.5); confirm status of possession of certificates of occupancy (.9); update posting to extranet (.6)	PLM	3.50	100.00	\$350.00
06/03/10	Review settlement documents sent by defendants for completion (3.5); follow up telephone calls and e-mails to Messrs. Kuhn, Lyon, and various other members of TIC parties requesting additional information to clarify TIC instructions (3.1); tally status of settlement document reviews and report results (.6)	SLD	7.20	100.00	\$720.00
06/03/10	Email correspondence with Mr. Northman regarding Lassen House memorandum of lease (.2); revise same and forward final version to Mr. Northman for execution by landlord (.2); telephone conference with Mr. Estes regarding facilities with income restrictions for tenants (.3); review title commitments, exception documents, vesting deeds, title policies and work on title curative matters (3.5)	TGH	4.20	350.00	\$1,470.00
06/03/10	Conference call with Blackstone counsel regarding confirmation and closing issues (.7); multiple telephone conferences, correspondence, meeting and analysis pertaining to settlements, judgments, insurance and other matters related to closing (1.4)	TJC	2.10	400.00	\$840.00
06/03/10	Review TIC settlement agreements and initial deliveries (5.8); contact TICs regarding deficient settlement agreement materials (4.0)	VAL	9.80	150.00	\$1,470.00
06/04/10	Meeting with Mr. Conway and conference call with Mr. Nelson at Chicago Title regarding appeal issues (1.2); telephone conference with notary service regarding details of notarizing deeds and POAs (.3); work on TIC settlements (3.4)	DJP	4.90	275.00	\$1,347.50
06/04/10	Consult with Mr. Denton on trust issues (.7)	FJL	.70	250.00	\$175.00

Invoice # 1449321

034618-15002

Page 5

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/04/10	CRO team call (1.0); ongoing work on Blackstone conference call agenda (1.1); ongoing work on Blackstone agenda issues (.8)	IN	2.90	375.00	\$1,087.50
06/04/10	Review settlement agreements of TIC investors and associated paperwork and communicate with TIC investors to remedy deficiencies in same (7.4)	JBD	7.40	300.00	\$2,220.00
06/04/10	Review and process TIC settlement packages (5.4); prepare memorandum for final deliveries (.8)	JC	6.20	375.00	\$2,325.00
06/04/10	Review e-mail from Mr. Yates (.3); review spreadsheet (.7); review e-mail from Ms. Matlock (.3)	JHK	1.30	350.00	\$455.00
06/04/10	Analyze settlement submissions and correspond with settling parties regarding document deficiencies	JSC	8.10	375.00	\$3,037.50
06/04/10	Analyze issues related to Cambridge Place judgment lien (.4); review facts related to Windfield Village title curative matters (.5); review facts related to Woodside Village title curative matters (.5)	KAS	1.40	225.00	\$315.00
06/04/10	CRO team call (1.5); review TIC settlement packages and help TICs to complete (6.7); telephone call from Mr. Hamstreet and prepare agenda for call with Blackstone (including drafts of necessary amendments) (1.5)	KDS	9.70	450.00	\$4,365.00
06/04/10	Obtain factual background to settlement documentation review project from Mr. Stephens (.8); begin reviewing settlement documentation (1.4)	MJM	2.20	250.00	\$550.00
06/04/10	Review background documentation and prepare letters to third parties in attempt to locate vehicle titles (1.4)	PLM	1.40	100.00	\$140.00
06/04/10	Meeting with Mr. Stephens regarding incomplete TIC settlement files (.6)	PWC	.60	300.00	\$180.00

Invoice # 1449321

034618-15002

Page 6

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/04/10	E-mail to and telephone call from Mr. Yudess regarding completion of settlement documents (.2); continue review of documents submitted by defendants (5.6); telephone call from Mr. Delano regarding completion of incumbency certificate (.2); e-mail and telephone calls to various defendants regarding completion of settlement documents (.8); tally and report status of review of settlement agreements (.6)	SLD	7.40	100.00	\$740.00
06/04/10	Work on title curative matters (2.1)	TGH	2.10	350.00	\$735.00
06/04/10	Analyze and work on issues regarding title company, insurance, closing and execution of documents (1.8); telephone conference with Messrs. Nelson and Petersen (1.2); multiple correspondence and additional telephone conferences with Mr. Nelson (.8); telephone conference with CRO team (1.5)	TJC	5.30	400.00	\$2,120.00
06/04/10	Review TIC settlement agreements and initial deliveries (3.0); contact TICs regarding deficient settlement agreement materials (5.3)	VAL	8.30	150.00	\$1,245.00
06/05/10	Work on TIC deed and powers of attorney (5.0)	DJP	5.00	275.00	\$1,375.00
06/05/10	Review and process TIC settlement packages (4.8)	JC	4.80	375.00	\$1,800.00
06/05/10	Letter from and to Mr. Marcos regarding loan modification analysis (.3); advice regarding TIC signing authority (.5); assemble materials for call with Blackstone (.4); work on TIC settlements (1.5)	KDS	2.70	450.00	\$1,215.00
06/06/10	Review Mr. Marcos' memorandum regarding underwritten interest rate and price adjustment (.3)	ANK	.30	450.00	\$135.00
06/06/10	Work on TIC deed and powers of attorney (3.2)	DJP	3.20	275.00	\$880.00
06/06/10	Review TIC packages (1.3); revise memorandum to settling TICs (.2)	JC	1.50	375.00	\$562.50
06/06/10	Forward indemnity agreement to Simpson Thacher (.2); letter to Simpson Thacher enclosing agenda for conference call and finalize agenda (.9)	KDS	1.10	450.00	\$495.00
06/06/10	Continue review of settlement documents and send follow-up e-mails requesting additional information (4.8)	SLD	4.80	100.00	\$480.00

Invoice # 1449321

034618-15002

Page 7

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/06/10	Review TIC settlement agreements and initial deliveries (.2.8); contact TICs regarding deficient settlement agreement materials (1.2)	VAL	4.00	150.00	\$600.00
06/07/10	Conference with Mr. Petersen regarding related party terminations (.2); initial review of Chicago Title website and information contained in website (.3)	AMC	.30	100.00	\$30.00
06/07/10	Meeting with real estate group regarding status of preparation for closing and title insurance issues (.7); review debt and interest compliance analysis and assumptions (.8); draft settlement and modification agreement with IRET (1.3); review and revise settlement and modification agreement (.8); attend conference call with Mr. Hamstreet and advisors regarding preparation for conference call with Blackstone regarding closing issues (.7)	ANK	4.30	450.00	\$1,935.00
06/07/10	Meetings with Ms. Miller and Ms. Crowther regarding paralegal projects (.4); real estate team meeting and conference call with buyer counsel (1.9); work on TIC deeds (.3)	DJP	2.60	275.00	\$715.00
06/07/10	Review applicable documents (1.2); telephone call to Mr. Smith (.3); correspondence regarding same (.2)	FJL	1.70	250.00	\$425.00
06/07/10	CRO team call (1.4); prepare for Blackstone call (1.1); ongoing work regarding HFG settlement (1.4)	IN	3.90	375.00	\$1,462.50
06/07/10	Review and analyze TIC settlement packets and communicate with TICs regarding deficiencies in same (6.3)	JBD	6.30	300.00	\$1,890.00
06/07/10	Process TIC settlement files and prepare related summaries (8.4)	JC	8.40	375.00	\$3,150.00
06/07/10	Attend real estate group meeting (1.0); conference with Mr. Yates (.5)	JHK	1.50	350.00	\$525.00
06/07/10	Analyze settlement submissions and correspondence with settling parties addressing deficiencies in paperwork (1.7)	JSC	1.70	375.00	\$637.50
06/07/10	Participate in closing meeting (.3); work on issues relating to vehicle titles (.4)	JWW	.70	215.00	\$150.50

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/07/10	Analyze issues related to title curative matters and closing (1.6); telephone conference with Ms. Petrova, Ms. Roland, Mr. Petersen and Mr. Herzog (.5); meeting with Messrs. Yates and Keeney regarding unassumed debt (.6); work on title curative matters (1.8)	KAS	4.50	225.00	\$1,012.50
06/07/10	Continue work on TIC settlements (5.2); meeting regarding closing preparations (.6); letter from Ms. Cohn regarding preferred v. common stock (.1); letter from and to Ms. McLean regarding common stock (.4); CRO team call and follow up telephone call to prepare for Blackstone call on Tuesday (2.3); revise initial communication to investors regarding preferred v. common units (1.2); letter to counsel for TIC committee (.3)	KDS	10.10	450.00	\$4,545.00
06/07/10	Review settlement documentation provided by LLC owners and email correspondence with same concerning corrections to documentation (5.8)	MJM	5.80	250.00	\$1,450.00
06/07/10	Format and prepare templates for TIC deeds and limited powers of attorney (6.5) gather information to update other real estate issues (1.0)	PLM	7.50	100.00	\$750.00
06/07/10	Work on incomplete TIC settlement files (5.4)	PWC	5.40	300.00	\$1,620.00
06/07/10	Continue review of settlement documents and send follow-up e-mails requesting additional information (6.2); prepare TIC spreadsheet for deed mailing (.5); tally and report status of review of settlement agreements (.6)	SLD	7.30	100.00	\$730.00
06/07/10	Analyze open issues, title clearing process, and plan for closing (1.1); conference call with title company representatives and buyer's representatives regarding same (.5); review and research regarding title exception documents and work on title curative matters (3.4); letter to Ms. Million to get Mr. Hamstreet's signature on ground lease memoranda for recording (2); email correspondence with Mr. Nagy regarding recording lease memoranda (.2)	TGH	5.40	350.00	\$1,890.00

Invoice # 1449321

034618-15002

Page 9

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/07/10	Multiple correspondence regarding title and insurance issues and draft memoranda to and from Mr. Nelson (2.1); multiple telephone conference with Mr. Nelson (.8); review documents and work on title and appeal issues (1.4); telephone conference with CRO team regarding preparation for Blackstone discussions (1.6)	TJC	5.90	400.00	\$2,360.00
06/07/10	Telephone conference with Mr. Stephens regarding description of common interests (.1)	TPP	.10	400.00	\$40.00
06/07/10	Review TIC settlement agreements and deliveries (6.0); contact TICs regarding deficient settlement agreement materials (5.0)	VAL	11.00	150.00	\$1,650.00
06/08/10	Begin preparation of schedules of related party terminations (2.0)	AMC	2.00	100.00	\$200.00
06/08/10	Prepare for and participate in conference call with Blackstone representatives regarding closing issues (1.7); review and revise settlement and lease modification agreement with IRET (.8); e-mail correspondence circulating IRET settlement and analyzing course of action (.4)	ANK	2.90	450.00	\$1,305.00
06/08/10	Telephone conference with SEC staff and Mr. Chambers regarding exemptive application (.6); review precedents and analyze issues raised by SEC (2.2); work on response to the SEC (3.7); work on related e-mail to Messrs. Stephens and Chambers (.1); e-mails from Mr. Chambers (.2)	CDH	6.80	375.00	\$2,550.00
06/08/10	Telephone conference with TIC member regarding settlement documents (.2); attention to deed and power of attorney revisions requested by title company (1.4); attention to format and timing of second TIC mailing (1.4)	DJP	3.00	275.00	\$825.00
06/08/10	Conference call with Blackstone (1.5); CRO team call (1.0); additional team call (.6); ongoing work regarding TIC settlement issues (1.0); ongoing work regarding HFG settlement (.8)	IN	4.90	375.00	\$1,837.50
06/08/10	Review and analyze TIC settlement documents and communicate with TIC investors regarding same (6.6)	JBD	6.60	300.00	\$1,980.00
06/08/10	Review settlement packages (5.4)	JC	5.40	375.00	\$2,025.00
06/08/10	Review supplemental title commitments (.5)	JHK	.50	350.00	\$175.00

Invoice # 1449321

034618-15002

Page 10

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/08/10	Review settlement documents; correspond with multiple settling parties regarding document deficiencies (6.3)	JSC	6.30	375.00	\$2,362.50
06/08/10	Work on issues relating to vehicle title and participate in weekly call regarding same (.7)	JWW	.70	215.00	\$150.50
06/08/10	Work on title curative matters (5.0)	KAS	5.00	225.00	\$1,125.00
06/08/10	Conference telephone call with Blackstone and counsel regarding pending matters for closing (1.5); CRO team telephone conference (1.0); revise summary of preferred and common rollover terms for sending to investors and consult with Ms. Cohn regarding test (1.2); search SEC files for notice of application (.4); quick review of new litigation filed in Marion County (.3); prepare list of reporting requirements for Blackstone counsel (1.2); conference with CRO team before and after Blackstone conference telephone call (.7); assist TICs with settlement (2.6)	KDS	8.90	450.00	\$4,005.00
06/08/10	Review settlement documentation provided by LLC owners and email correspondence with same concerning corrections to documentation (4.3)	MJM	4.30	250.00	\$1,075.00
06/08/10	Continue to prepare TIC deeds and limited powers of attorney (7.6)	PLM	7.60	100.00	\$760.00
06/08/10	Work on incomplete TIC settlement files (1.1)	PWC	1.10	300.00	\$330.00
06/08/10	Continue review of settlement documents and follow-up e-mails and telephone calls to defendants requesting additional information (5.8); create incumbency certificate for partnership (.7)	SLD	6.50	100.00	\$650.00

Invoice # 1449321

034618-15002

Page 11

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/08/10	Letter to Ms. Smith regarding recording memorandum of lease for River Run facility (.3); letter to Ms. Varney regarding recording memorandum of lease for Lassen House facility (.3); email correspondence with Mr. Dull regarding heirship exception in Azalea Gardens title commitment (.2); e-mail correspondence with Mr. Nagy regarding recorded lis pendens release for Azalea Gardens (.2); research regarding vesting deed and lender's policy for Azalea Gardens (.5); e-mail correspondence with Mr. Dull regarding removing heirship exception (.2); e-mail correspondence with Mr. Nagy and Ms. Barela regarding Canterbury Court and Canterbury Gardens title research regarding consent and purchase option provisions (.3); telephone conference with Mr. Dull (.2); review title commitments, vesting deeds, old title policies and review and research title exceptions to be cured (4.2)	TGH	6.40	350.00	\$2,240.00
06/08/10	Prepare for and participate in telephone conference with Blackstone regarding closing issues (1.7)	TJC	1.70	400.00	\$680.00
06/08/10	Meeting with Ms. Hibbs regarding preparation of 1940 Act registration statement (.3)	TPP	.30	400.00	\$120.00
06/08/10	Review TIC settlement agreements and deliveries (4.9); contact TICs regarding deficient settlement agreement materials (4.3)	VAL	9.20	150.00	\$1,380.00
06/09/10	Conference with Ms. Stafford regarding preparing schedules of related party agreements to be terminated (.4); conference with Ms. Dennis regarding additional review of TIC files prior to additional mailing (.2); review TIC files for current contact information and update spreadsheet (8.7)	AMC	9.30	100.00	\$930.00
06/09/10	Conference with Mr. Cronn regarding Investment Company Act research question (.2)	CAF	.20	150.00	\$30.00
06/09/10	Conference with Ms. Hibbs regarding Investment Company Act research question (.8); begin research regarding same (.6)	CAF	1.40	150.00	\$210.00

Invoice # 1449321

034618-15002

Page 12

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/09/10	Continue working on SEC response (1.3); telephone conference with SEC and Mr. Chambers regarding exemptive application (.7); research and analyze issues regarding SEC comments (3.1); e-mails to and from Mr. Chambers regarding SEC issues (.3)	CDH	5.40	375.00	\$2,025.00
06/09/10	Work on title curative matters and e-mails with buyer's counsel regarding same (1.0); work on TIC settlements, deeds and powers of attorney (2.8)	DJP	3.80	275.00	\$1,045.00
06/09/10	Review trust documents provided by Smith family and LLC operating agreement (1.4); analyze power of attorney for trustee question (1.1); analyze life estate question (.3); review documents provided by Mr. Stierlin (.4); prepare for and participate in telephone calls to Mr. Stierlin (.2)	FJL	3.40	250.00	\$850.00
06/09/10	CRO team call (1.0); call regarding Trustco properties (.5); ongoing review and revision of SEC memorandum (.8); ongoing work on equity subscription issues (1.5); ongoing work regarding HFG settlement (1.1)	IN	4.90	375.00	\$1,837.50
06/09/10	Review and analyze TIC party settlement agreements and communicate with TIC parties regarding deficiencies related to same (3.9)	JBD	3.90	300.00	\$1,170.00
06/09/10	Work on TIC settlement packages (7.4)	JC	7.40	375.00	\$2,775.00
06/09/10	Follow up with Mr. Harmon regarding mechanics/construction liens (.3)	JCS	.30	225.00	\$67.50
06/09/10	Review supplemental title information (.6)	JHK	.60	350.00	\$210.00
06/09/10	Analyze settlement submissions and correspondence with multiple settling parties regarding document deficiencies (5.1)	JSC	5.10	375.00	\$1,912.50
06/09/10	Analyze issues related to termination of related party agreements (.4); work on title curative matters (5.2); e-mail correspondence with Mr. Yates regarding unassumed debt matters (.2)	KAS	5.80	225.00	\$1,305.00

Invoice # 1449321

034618-15002

Page 13

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/09/10	Conference telephone call with SEC associate counsel regarding Investment Company Act exemption (.9); revise memorandum to SEC regarding exemption (.7); CRO team call (1.0); draft subscription agreement for rollover member (3.2); letters to and from Blackstone counsel regarding closing arrangements (.3); assistance to various TICs regarding completing settlement agreements (2.5); provide computer links to SEC staff regarding plan of reorganization (.5)	KDS	9.10	450.00	\$4,095.00
06/09/10	Review settlement documentation provided by LLC owners and email correspondence with same concerning corrections to documentation (3.1)	MJM	3.10	250.00	\$775.00
06/09/10	Draft tenant in common deeds and power of attorney (.9); conference with Mr. Petersen (.3)	MLJ	1.20	100.00	\$120.00
06/09/10	Prepare templates for TIC deed and limited power of attorney for inclusion in sample distribution package (.5); prepare deeds and limited powers of attorney for execution(4.0); create templates to prepare new deeds and limited powers of attorney (2.5)	PLM	7.00	100.00	\$700.00
06/09/10	Work on incomplete TIC settlement files (2.1)	PWC	2.10	300.00	\$630.00
06/09/10	Telephone call with Mr. Wilils and Ms. Flemming regarding completion of documents for partnership (.4); review settlement documents and follow-up with defendants to complete documentation (4.4); update address and telephone list of settlement participants for mailing and distribution to Bancserv (2.0)	SLD	6.80	100.00	\$680.00

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/09/10	E-mail correspondence with title company regarding Lassen House recording (.2); research regarding various title exceptions to be resolved (3.7); e-mail correspondence with Mr. Estes and Ms. Bruck regarding information regarding Montclair House low income bond title exception (.3); e-mail correspondence with Ms. Petrova and Mr. Quarfordt regarding Poulsbo restrictive covenant (.4); e-mail correspondence with Mr. Estes and Ms. Bruck regarding notice addresses for South Carolina facilities with requirements to notify developer of sale (.3); e-mail correspondence with Ms. Petrova and Mr. Quarfordt regarding information needed from buyer for such notices (.4); e-mail correspondence with Ms. Bruck and Mr. Estes regarding information regarding Cordova Estates restrictive covenant (.2); telephone conference with Mr. Griffin of Bank of New York Mellon regarding payoff of Cordova Estates' low income bonds and clearing restrictive covenant for same (.2); forward documents to Mr. Griffin (.4); e-mail correspondence with Ms. Bruck and Mr. Estes regarding Chris Ridge restrictive covenant (.2)	TGH	6.30	350.00	\$2,205.00
06/09/10	Multiple communications, telephone conferences and analysis regarding title insurance issues (1.7); work on lien release matters (.4)	TJC	2.10	400.00	\$840.00
06/09/10	Review TIC settlement agreements and deliveries (2.0); contact TICs regarding deficient settlement agreement materials (6.2)	VAL	8.20	150.00	\$1,230.00
06/10/10	Prepare termination schedules (1.5); review settlement packages and prepare deed packages (9.5)	AMC	11.00	100.00	\$1,100.00
06/10/10	Research precedents for Investment Company Act exemptive relief (5.1)	CAF	5.10	150.00	\$765.00
06/10/10	Review law regarding delegated authority for 1940 Act exemptive relief (.6); review exemptive application for additional support for rollover member's application (.8)	CDH	1.40	375.00	\$525.00
06/10/10	Work on TIC deeds and settlements (1.8)	DJP	1.80	275.00	\$495.00

Invoice # 1449321

034618-15002

Page 15

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/10/10	Analyze effect of LLC agreement on statutory succession provisions (.5); draft statement of facts in support of settlement agreement for Smith entities (1.4); work on Washington trust powers issue (.4); work on intestate inheritance issue (.4); draft correspondence to Mr. Stierlin (.8)	FJL	3.50	250.00	\$875.00
06/10/10	CRO team call (.5); ongoing work regarding equity subscription issues (.6); review draft subscription agreements (1.0); ongoing work on tax exhibit for SEC memorandum (2.0)	IN	4.10	375.00	\$1,537.50
06/10/10	Review settlement agreements submitted by investors and communicate with same regarding deficiencies in settlement packets (3.0)	JBD	3.00	300.00	\$900.00
06/10/10	Work on TIC settlement packages (5.9)	JC	5.90	375.00	\$2,212.50
06/10/10	Telephone call to Mr. Wagner regarding title policies (.3); conference with Ms. Stafford regarding title exceptions (.4)	JHK	.70	350.00	\$245.00
06/10/10	Correspond with settling parties with regard to document deficiencies and review settlement submissions (2.9)	JSC	2.90	375.00	\$1,087.50
06/10/10	Work on matters relating to vehicle titles (.3)	JWW	.30	215.00	\$64.50
06/10/10	Analyze issues related to unassumed debt (1.2); analyze issues related to construction liens (.1); work on title curative matters (2.2)	KAS	3.50	225.00	\$787.50
06/10/10	Assist additional TICs with settlement documents (3.3); consult regarding closing memorandum and missing vehicle titles (.2); review checklist for TIC settlements and revise (.5); telephone call from Ms. Cohn regarding subscription agreement (.3); CRO team call (.7); provide CRO with copies of Blackstone documents for posting to web site and advice regarding posting (.5); telephone call with Mr. Wetlaufer regarding rent controls, personal property of lessees and related closing issues (.5); revise subscription agreement and prepare separate settlement agreements for three different types of investors (1.3)	KDS	7.30	450.00	\$3,285.00
06/10/10	Review settlement documentation provided by LLC owners and e-mail correspondence with same concerning corrections to documentation (1.2)	MJM	1.20	250.00	\$300.00

Invoice # 1449321

034618-15002

Page 16

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/10/10	Draft tenant in common deeds and powers of attorney (1.0); conference with Mr. Petersen regarding same (.1)	MLJ	1.10	100.00	\$110.00
06/10/10	Participate in conference call with Mr. Estes and Ms. Bruck regarding status of vehicle title issues (.6); continue to prepare deeds in execution format (3.8); continue to create deed and limited power of attorney templates (2.1)	PLM	6.50	100.00	\$650.00
06/10/10	Work on completing TIC settlement files (3.1)	PWC	3.10	300.00	\$930.00
06/10/10	Review settlement documents and follow-up with defendants to complete documentation (6.0); update address and telephone list of settlement participants for mailing and distribution to Bancserv (4.3)	SLD	10.30	100.00	\$1,030.00
06/10/10	E-mail correspondence with representatives of Bank of New York Mellon regarding clearing Cordova Estates restrictive covenant for paid-off bonds (.2); e-mail correspondence with Ms. Bruck and Mr. Estes regarding searching for termination documents for restrictive covenant (.2); e-mail correspondence with Mr. Bergevin, title officer, regarding Chris Ridge bonds and restrictive covenants regarding same (.4); e-mail correspondence with Mr. Conway regarding tax lien notice of sale for Parkway Village (.2); research regarding Canterbury Gardens restrictive covenant and reference to additional CCR amendment in lender's policy (.7); e-mail correspondence with title officer regarding same (.4); research regarding declarant and owners' association contacts for South Carolina facilities for notice purposes (.7); research regarding Kingsport bond restrictive covenant (.5); web inquiry to Kingsport bonding authority (.2); research regarding various title curative matters (2.0)	TGH	5.50	350.00	\$1,925.00
06/10/10	Revise draft 1940 Act registration statement (1.2); draft revised tax section (.5); begin review of rollover member operating agreement (1.3)	TPP	3.00	400.00	\$1,200.00
06/10/10	Review TIC settlement agreements and deliveries (1.0); contact TICs regarding deficient settlement agreement materials (5.6)	VAL	6.60	150.00	\$990.00

Invoice # 1449321

034618-15002

Page 17

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/11/10	Continue work on termination schedules (.8); review settlement packages and prepare deed packages (6.7); redact resident information from Waterfield purchase sale agreement (.3)	AMC	7.80	100.00	\$780.00
06/11/10	Review e-mail correspondence from Ms. Patrova and list of executory contracts to be assumed (.2); e-mail correspondence to transaction team regarding course of action concerning assumption and rejection of executory contracts (.2); interoffice conference regarding course of action concerning assumption and rejection of contracts and interrelationship with personal property secured loans (.1)	ANK	.50	450.00	\$225.00
06/11/10	Research precedents to support Investment Company Act exemptive order application (3.8)	CAF	3.80	150.00	\$570.00
06/11/10	Research and analysis regarding additional precedents (1.5); analyze delegated authority issues (.4); telephone conference with Messrs. Chambers and Foster regarding precedent and preparation for Monday's meeting with SEC staff (.5); telephone conference with SEC staff (.8); summarize and analyze SEC comments (1.3)	CDH	4.50	375.00	\$1,687.50
06/11/10	Work on TIC settlements and deeds (2.7); analyze title company appeal issues with Mr. Conway (.5); analyze construction lien claim issues with Ms. Schuster (.5); review deed and POA drafting matters with Mr. Keeney (.3); strategize for real estate meeting in New York with Ms. Stafford (.5)	DJP	4.50	275.00	\$1,237.50
06/11/10	Correspondence with Smith family members (.2); draft correspondence to attorney for title company	FJL	.70	250.00	\$175.00
06/11/10	Ongoing work regarding SEC memorandum (.8); ongoing review of equity subscription agreements (.9)	IN	1.70	375.00	\$637.50
06/11/10	Review TIC party settlement agreement packets and follow up with TIC parties regarding deficiencies with same (5.3)	JBD	5.30	300.00	\$1,590.00
06/11/10	Prepare analysis of construction/mechanic's liens (2.2); work on clearing land use restriction agreements from title commitments (.9); telephone conference with JPMorgan regarding Concord Estates (.2)	JCS	3.30	225.00	\$742.50

Invoice # 1449321

034618-15002

Page 18

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/11/10	Revise memorandum to Mr. Waggoner (.2); conference with Mr. Petersen regarding TIC deeds (.4); prepare TIC deeds (1.2)	JHK	1.80	350.00	\$630.00
06/11/10	Correspond with multiple settling parties regarding document deficiencies and confirm completion of settlement submissions (4.2)	JSC	4.20	375.00	\$1,575.00
06/11/10	Work on title curative matters (3.4)	KAS	3.40	225.00	\$765.00
06/11/10	Assist TIC investors in completing settlement documents (3.2); review revisions to subscription agreement (1.3); conference telephone call with insurance brokers regarding issuance for rollover member and provide supplemental information (1.8); review results of conference with SEC officials and provide response (.3)	KDS	6.60	450.00	\$2,970.00
06/11/10	Draft tenant in common deeds and limited power of attorney (1.9)	MLJ	1.90	100.00	\$190.00
06/11/10	Update extranet with new title commitments (.9); finalize deeds and powers of attorney (1.4); update vehicle status (.7)	PLM	3.00	100.00	\$300.00
06/11/10	Work on completing TIC settlement files (.9)	PWC	.90	300.00	\$270.00
06/11/10	Follow-up telephone calls with Messrs. Beary, Klassen, and Vierthaler (.8); prepare deed packages for mailing and update master tracking spreadsheet (1.5); continue review of settlement documents and follow-up with defendants regarding completion of documents (4.8)	SLD	7.10	100.00	\$710.00
06/11/10	Telephone conference with Ms. Gutierrez of Phoenix bonding authority regarding Chris Ridge bonds (.5); review title commitments and exception documents and research regarding title exceptions to be cured (2.1); draft TIC settlement deeds (1.8)	TGH	4.40	350.00	\$1,540.00
06/11/10	Multiple communications with title company and work on title insurance coverage issues, including correspondence, review and analyze documents, pleadings, and compilation of information and transmittal and analysis of same (2.8); meeting with Mr. Petersen regarding appeal and insurance issues (.5); telephone conference with CRO team regarding status and course of action on various matters (.7)	TJC	4.00	400.00	\$1,600.00

Invoice # 1449321

034618-15002

Page 19

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/11/10	Further review of draft rollover member operating agreement and preparation of notes (1.7)	TPP	1.70	400.00	\$680.00
06/11/10	Review TIC settlement agreements and deliveries (.8); contact TICs regarding deficient settlement agreement materials (1.0)	VAL	1.80	150.00	\$270.00
06/12/10	Analyze issues for Monday's meeting with staff of SEC (1.2)	CDH	1.20	375.00	\$450.00
06/13/10	Research precedents for concurrent Securities and Exchange Commission and Bankruptcy Court jurisdiction (2.3)	CAF	2.30	150.00	\$345.00
06/13/10	Research and analyze issues for Monday's meeting with SEC staff (1.4); review and comment on draft of memo to SEC (.8); review revised memo to SEC (.2)	CDH	2.40	375.00	\$900.00
06/13/10	Draft TIC deeds and powers of attorney (3.3)	DJP	3.30	275.00	\$907.50
06/13/10	Update mechanic's/contractor liens memo with revised petition dates (1.5); prepare releases for valid mechanic's/contractor liens (1.0); review and evaluate regulatory agreements (2.3)	JCS	4.80	225.00	\$1,080.00
06/13/10	Preparations and research, including briefing memorandum to SEC for meeting on Investment Company Act (8.1); review list of assumed contracts and request additional analysis (.4); begin travel to Washington, D.C. (.0)	KDS	8.50	450.00	\$3,825.00
06/13/10	Process deeds and powers of attorney for execution (2.5)	PLM	2.50	100.00	\$250.00
06/14/10	Review settlement packages and prepare deed packets (2.5)	AMC	2.50	100.00	\$250.00
06/14/10	Review United Western Bank term sheet (.1); review series of exchanges concerning SEC position and 1940 Act exemption (.8); series of exchanges concerning treatment of buy-in residents and plan of reorganization and tax concerns raised by SEC (.3); review APA regarding contractual obligations with respect to "orphan" properties (.3)	ANK	1.50	450.00	\$675.00
06/14/10	Research prior exemptive relief applications (1.0)	CAF	1.00	150.00	\$150.00

Invoice # 1449321

034618-15002

Page 20

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/14/10	E-mail from Mr. Chambers regarding today's meeting between Messrs. Stephens and Chambers and the SEC staff (.1); analyze issues and work on draft of amended and restated application (3.2); work on e-mail to working group with questions (.3); participate in telephone conference with SEC with additional comments to application (.4); summarize additional comments for working group (.3); begin to review law, analyze issues and incorporate SEC comments into amended application (3.5)	CDH	7.80	375.00	\$2,925.00
06/14/10	Travel to New York for real estate and title meetings (.0)	DJP	10.50	.00	\$0.00
06/14/10	Telephone call to Mr. Stierlin (.2); correspondence with Ms. Bowker (.4); review documentation in support of Smith's entities settlement (.8); correspondence with Mr. Nelson regarding sufficiency of information (.8); work on miscellaneous trust issues (.5); correspondence with Smith brothers	FJL	3.10	250.00	\$775.00
06/14/10	CRO team call (.7); ongoing work regarding tax issues (1.0); ongoing work on SEC filing (.4)	IN	2.10	375.00	\$787.50
06/14/10	Review TIC party settlement agreement packages and communicate with TIC parties to correct deficiencies (5.3); prepare TIC party deeds (.6)	JBD	5.90	300.00	\$1,770.00
06/14/10	Work on TIC settlement submissions (7.3)	JC	7.30	375.00	\$2,737.50
06/14/10	Review and evaluate regulatory agreements (.4); e-mail correspondence with Title Associates regarding additional mechanic's liens (.3)	JCS	.70	225.00	\$157.50
06/14/10	Prepare TIC deeds (4.4)	JHK	4.40	350.00	\$1,540.00
06/14/10	Correspondence with settling parties regarding document deficiencies; finalize multiple settlement submissions	JSC	1.90	375.00	\$712.50
06/14/10	Work on matters relating to Blackston's contract assumption notice	JWW	2.00	215.00	\$430.00
06/14/10	Travel to New York, New York (.0)	KAS	10.50	.00	\$0.00

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/14/10	Travel to Washington, D.C. (.0); meeting with staff of SEC regarding Investment Company Act and conferences with co-counsel to prepare (4.5); reporting to CRO team on results of meeting and follow up analysis (1.5); return travel to Portland (.0); factual support for amended SEC application (1.0)	KDS	7.00	450.00	\$3,150.00
06/14/10	Draft tenant in common deeds and limited powers of attorney (5.2)	MLJ	5.20	100.00	\$520.00
06/14/10	Format deeds (3.0); segregate deeds and limited powers of attorney for printing and mailing (1.0); review legal description formatting for recordability standards and revise formatting where appropriate (1.2)	PLM	5.20	100.00	\$520.00
06/14/10	Work on completing TIC settlement files (2.2)	PWC	2.20	300.00	\$660.00
06/14/10	Follow-up telephone call from Mr. Willis (.2); receive and review revised signatures from Mr. Klassen regarding six properties; respond to Mr. Fleming's email-mail requesting confirmation of original powers of attorney (.2); coordinate mailing of deed packages to 58 settlement participants (2.7); respond to Mr. Kuhn's follow-up telephone call regarding documents to return (.2); update settlement participants spreadsheet and files regarding election for cash by Messrs. Henriksen and Wiseman (.8); update settlement participant list and send toBancserv representatives (.5); tally reports of incompletes and report status to review group (.5); continue review of settlement documents and follow-up with TIC parties (1.6)	SLD	6.70	100.00	\$670.00
06/14/10	Research regarding Remington House restrictive covenant (.2); draft tenants in common deeds and limited powers of attorney (5.3)	TGH	5.50	350.00	\$1,925.00
06/14/10	Further analysis, revision and drafting of 1940 Act registration statement (3.3)	TPP	3.30	400.00	\$1,320.00
06/14/10	Review TIC settlement agreements and deliveries (3.0); contact TICs regarding deficient settlement agreement materials (3.0)	VAL	6.00	150.00	\$900.00
06/15/10	Review title reports and prepare termination schedules with supporting deeds (5.6); redact resident names from Willow Creek purchase and sale agreement (.6)	AMC	6.20	100.00	\$620.00

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/15/10	Continue to research law, analyze issues and work on amended application (3.8); distribute draft of amended application to working group with detailed questions (.4); determine sequence of events in bankruptcy proceeding and analyze timing issues related to exemptions (2.0); conference with Mr. Stephens (.3); telephone conference with Mr. Chambers (.4); analyze issues and incorporate comments into revised draft (1.5); distribute new draft (.1); prepare for SEC telephone conference (.6)	CDH	9.10	375.00	\$3,412.50
06/15/10	Work on title curative markup and review with buyer's counsel and title insurers and attention to miscellaneous related matters (6.9)	DJP	6.90	275.00	\$1,897.50
06/15/10	Correspondence to settlement parties urging return of documents (.5); close Smith family entity files with documents and annotations (.8)	FJL	1.30	250.00	\$325.00
06/15/10	Ongoing work regarding equity subscription agreements (1.1); CRO team call (.8); work on SEC filing (1.3)	IN	3.20	375.00	\$1,200.00
06/15/10	Prepare deeds and powers of attorney for TIC investors (5.6)	JBD	5.60	300.00	\$1,680.00
06/15/10	Work on TIC settlements (4.7)	JC	4.70	375.00	\$1,762.50
06/15/10	Work on mechanic's liens (.2); review and evaluate regulatory agreements (1.8)	JCS	2.00	225.00	\$450.00
06/15/10	Prepare TIC deeds (4.2); review lender title insurance policies (.9); revise unassumed debt chart (.5)	JHK	5.60	350.00	\$1,960.00
06/15/10	Correspondence with settling parties regarding document deficiencies and settlement deadline (.7)	JSC	.70	375.00	\$262.50
06/15/10	Work on matters relating to Blackstone's notice of contract assumptions (1.4)	JWW	1.40	215.00	\$301.00
06/15/10	Work on title curative matters with buyer's counsel and title insurers (8.3)	KAS	8.30	225.00	\$1,867.50

Invoice # 1449321

034618-15002

Page 23

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/15/10	Complete TIC settlements for some TIC investors (2.2); advice concerning structure of amended SEC application (.8); outline possible exemption from registration in case of capital call (.8); review amended application to SEC for exemption from Investment Company Act (.8); CRO team call (.8); revise subscription agreements for rollover member (1.6); correspondence with Messrs. Wettlaufer and Woodcox regarding contract assumptions (.4)	KDS	7.40	450.00	\$3,330.00
06/15/10	Continue preparing tenant in common deeds and limited powers of attorney (4.0)	MLJ	4.00	100.00	\$400.00
06/15/10	Continue to prepare and process TIC deeds and limited powers of attorney (6.2); track status of production of same (1.6)	PLM	7.80	100.00	\$780.00
06/15/10	Work on completing TIC settlement files (2.1)	PWC	2.10	300.00	\$630.00
06/15/10	Telephone call from Mr. Wulf regarding power of attorney question (.2); review documents submitted by Mr. Vierthaler and prepare additional documents (.8); e-mails with Bancserv regarding status of deed mailing (.8); follow-up telephone call to Mr. Lyon and Mr. Eva regarding documents needed to complete for settlement (.2); telephone call from Mr. Lyon confirming return of fully executed documents (.2); telephone call from Mr. Brown requesting notary service before Saturday and e-mail BancServ with request (.4); telephone call from Ms. Walter requesting clarification of documents providing equity choice and confirm same with Mr. Stephens (.8)	SLD	3.40	100.00	\$340.00
06/15/10	Draft tenants in common deeds and limited powers of attorney (6.2)	TGH	6.20	350.00	\$2,170.00
06/15/10	Meeting with Mr. Stephens regarding analysis of offering of securities by rollover member and 1940 Act compliance (.5); telephone conference with Ms. Hibbs regarding plan approval process (.3); review memorandum regarding deferred offering of securities in bankruptcy (.4); meeting with Ms. Lee regarding same (.1); revise draft 1940 Act registration statement (.9)	TPP	2.20	400.00	\$880.00

Invoice # 1449321

034618-15002

Page 24

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/15/10	Review TIC settlement agreements and deliveries (1.3); contact TICs regarding deficient settlement agreement materials (.7)	VAL	2.00	150.00	\$300.00
06/16/10	Review settlement packages and finalize deed packages (2.0)	AMC	2.00	100.00	\$200.00
06/16/10	Telephone conference with Mr. Chambers (.7); prepare for conference call with SEC (2.8); telephone conference with staff of SEC and Messrs. Stephens and Chambers (1.0); analyze issues and work on revisions to amended application (3.8); telephone conference with Mr. Chambers regarding exemptive application (.2); distribute amended application to working group (.2)	CDH	8.70	375.00	\$3,262.50
06/16/10	Work on title curative markup and review with buyer's counsel and title insurers, and attention to miscellaneous related matters (8.0)	DJP	8.00	275.00	\$2,200.00
06/16/10	Finish Posivak's Minnetonka LLC file (.8)	FJL	.80	250.00	\$200.00
06/16/10	Conference with Mr. Noto regarding application of Bankruptcy Code Section 1146 to subsequent issuances of securities (.2); conference with Ms. Lee concerning research regarding subsequent capital calls by holdover member (.3)	HBB	.50	195.00	\$97.50
06/16/10	CRO team call (1.0); ongoing work regarding equity subscription agreements (1.4); work on SEC filing (.8); ongoing work relating to HFG settlement with respect to Mr. Fisher (.8)	IN	4.00	375.00	\$1,500.00
06/16/10	Prepare TIC investor deeds (3.7); work on TIC settlement agreements and correcting deficiencies in same (1.8)	JBD	5.50	300.00	\$1,650.00
06/16/10	Work on TIC settlements (6.1)	JC	6.10	375.00	\$2,287.50
06/16/10	Evaluate regulatory agreements (4.6); prepare releases for mechanic's/construction liens (2.7)	JCS	7.30	225.00	\$1,642.50
06/16/10	Prepare lease assignment (.9); review and revise limited power of attorney (.6); e-mail to Mr. Petersen (.3); review e-mail from Mr. Miranda (.4); revise assignment (.5); prepare TIC deeds (1.9)	JHK	4.60	350.00	\$1,610.00
06/16/10	Correspondence with settling parties regarding document submissions and deficiencies (1.9)	JSC	1.90	375.00	\$712.50

Invoice # 1449321

034618-15002

Page 25

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/16/10	Telephone conference with Mr. Estes and Mr. Wettlaufer regarding Blackstone's notice of contract assumptions and notes regarding same (.5)	JWW	.50	215.00	\$107.50
06/16/10	Work on title curative matters with buyer's counsel and title insurers (7.7)	KAS	7.70	225.00	\$1,732.50
06/16/10	Review and revise amended SEC application including description of loan (1.5); conference call with staff of SEC regarding Investment Company Act exemptions (1.0); revise three subscription agreements and forward to Blackstone counsel and CRO group (1.7); consult regarding Oakridge lease amendment (.2); telephone conference with Ms. Cohn regarding subscription agreements (.4); letters from real estate group regarding progress, including title company constraints on issuing policies (.6); CRO team call (1.0)	KDS	6.40	450.00	\$2,880.00
06/16/10	Work on tenant in common deeds and powers of attorney (5.1)	MLJ	5.10	100.00	\$510.00
06/16/10	Continue to prepare and process TIC deeds and limited powers of attorney (6.0); track status of production of same (1.0)	PLM	7.00	100.00	\$700.00
06/16/10	Work on completing TIC settlement files (1.3)	PWC	1.30	300.00	\$390.00
06/16/10	Respond to telephone calls from Mr. Lyon regarding completion of settlement documents for three properties (.4); e-mail Ms. Bird regarding proposal to send deed assignments to three settlement participants (.2); respond to telephone call from Betty Rogers asking about deed for two more properties and stock choice (.2); review corrected incumbency certificate sent by June and Walter Eva to complete settlement documents and send follow-up email regarding document needed for other property (.8); telephone call to Mr. Vierthaler regarding pages missing from operating agreement (.4); follow-up email to Mr. Lyon regarding incumbency certificate (.2)	SLD	6.80	100.00	\$680.00

Invoice # 1449321

034618-15002

Page 26

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/16/10	Draft tenants in common deeds and limited powers of attorney (5.8); letter to Ms. Million requesting Dry Creek easement execution by Mr. Hamstreet (.3); telephone conference with Mr. Estes regarding dates needed to calculate qualified project period for Cordova Estates restrictive covenant for low income housing (.2)	TGH	6.30	350.00	\$2,205.00
06/16/10	Work on title insurance issues (.3); draft memorandum to Mr. Petersen regarding consolidation orders (.5); telephone conference with CRO team regarding status, developments and proposed course of action (1.0)	TJC	1.80	400.00	\$720.00
06/16/10	Review, revise and further draft 1940 Act registration statement (2.7)	TPP	2.70	400.00	\$1,080.00
06/16/10	Review TIC settlement agreements and deliveries (.9); research and analyze whether subsequent capital calls and issuances of securities can also be exempted from registration under Section 1145(a) of the United States Bankruptcy Code (9.6)	VAL	10.50	150.00	\$1,575.00
06/17/10	Redact resident information from Graysonview, Autumn Park, and Autumn Glen purchase and sale agreements (.4); review settlement packages and prepare deed packages (2.0); work on termination schedules (1.0)	AMC	3.40	100.00	\$340.00
06/17/10	Final review of draft amended application prior to finalizing it for filing (.9); received comments from working group (.4) resolve final questions regarding application (.8); analyze issues and finalize amended application (1.2); coordinate EDGAR filing and getting signatures (.6); distribute final application to working group (.2); distribute final application to SEC staff (.2)	CDH	4.30	375.00	\$1,612.50
06/17/10	Work on title curative markup and review with buyer's counsel and title insurers, and attention to miscellaneous related matters (6.0)	DJP	6.00	275.00	\$1,650.00
06/17/10	Work on SEC filing (.4); work on alternative subscription agreements (1.2); ongoing research and analysis of tax reporting of Blackstone transaction (1.8)	IN	3.40	375.00	\$1,275.00
06/17/10	Work on deeds and related TIC investor issues (.4)	JBD	.40	300.00	\$120.00

Invoice # 1449321

034618-15002

Page 27

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/17/10	Work on TIC settlements (6.2)	JC	6.20	375.00	\$2,325.00
06/17/10	Work on clearing mechanic's/construction liens from title (7.0)	JCS	7.00	225.00	\$1,575.00
06/17/10	Prepare assignment of lease template (1.2); prepare TIC deeds (2.3); prepare lease assignments (1.5); review lender's policies (.5); update assumed debt chart (.5)	JHK	6.00	350.00	\$2,100.00
06/17/10	Correspondence with settling parties and review and confirm completion of settlement submissions prior to deadline (2.6)	JSC	2.60	375.00	\$975.00
06/17/10	Draft letter to Blackstone regarding contract assumptions (1.3)	JWW	1.30	215.00	\$279.50
06/17/10	Work on title curative matters with buyer's counsel and title insurers (7.0)	KAS	7.00	225.00	\$1,575.00
06/17/10	Review final SEC revised application and make final revisions (1.1); revise subscription agreements to address five different categories of subscribers (3.5); CRO team call (.5); assist with completing TIC settlements (1.4)	KDS	6.50	450.00	\$2,925.00
06/17/10	Draft tenant in common deeds and powers of attorney (1.6)	MLJ	1.60	100.00	\$160.00
06/17/10	Continue to prepare and process TIC deeds and limited powers of attorney (5.8); track status of production of same (1.0); telephone conferences with David Levine and notary regarding Tallackson's (.6); conference call regarding titles to vehicles (.8)	PLM	7.20	100.00	\$720.00

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/17/10	Respond to Marion Langston's e-mail regarding Bancserv appointment (.2); review newly submitted signature pages from Judy Lyon and send follow-up e-mail (.5); review attachments to incumbency certificate sent by Mr. Vierthaler (.2); revise cover letter to extend signing deadline (.2); e-mails with Bancserv regarding updates to list of settlement participants (.4); telephone call to Mr. Elshout regarding lease assignments to be provided (.2); telephone message to Mr. Furnas regarding notary arrangements for next week (.2); follow-up e-mail to Mr. Eimers regarding incomplete settlement document (.4); review operating agreement sent by Ms. Arnett for Davies' Park to complete settlement documents and confirm via e-mail (.5); update tally of reviewed settlement agreements (.6); telephone call from Mr. Furnas's requesting alternative delivery and subscription agreement (.2); telephone call from Ms. McWilliams regarding notary issue (.2); review revised copy of operating agreement sent by Mr. Vierthaler and confirm settlement documents are complete (.4); assist with deed package mailing (1.10); update settlement participant list and send to BancServ (1.0)	SLD	6.30	100.00	\$630.00
06/17/10	Draft tenants-in-common deeds and limited powers of attorney (7.4)	TGH	7.40	350.00	\$2,590.00
06/17/10	Analyze and work on issues relating to clearing title exceptions (.5)	TJC	.50	400.00	\$200.00
06/17/10	Telephone conference with Mr. Stephens regarding entity name (.1); telephone conference with Ms. Uri regarding same (.1); revise draft 1940 Act registration statement (1.1); telephone conference with Ms. Hibbs regarding 1940 Act application for exemption (.1); review of same (.7)	TPP	2.10	400.00	\$840.00
06/17/10	Review TIC settlement agreements and deliveries (2.2); contact TICs regarding deficient settlement agreement materials (1.0); research and analyze whether subsequent capital calls and issuances of securities can also be exempted from registration under section 1145(a) of the United States Bankruptcy Code (3.8); draft e-mail memorandum summarizing research results (1.0)	VAL	8.00	150.00	\$1,200.00

Invoice # 1449321

034618-15002

Page 29

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/18/10	Prepare spreadsheet to track subscription agreements sent and received and prepare for delivery to investors (9.2)	AMC	9.20	100.00	\$920.00
06/18/10	Travel and respond to e-mails regarding TIC settlement issues during same (.0)	DJP	13.00	.00	\$0.00
06/18/10	Ongoing work on alternative subscription agreements (1.2); ongoing analysis and research of tax reporting of Blackstone transaction (1.9)	IN	3.10	375.00	\$1,162.50
06/18/10	Analyze issues and work with TIC investors to complete settlement packages (1.9); work on issues relating to TIC investor deeds (.8)	JBD	2.70	300.00	\$810.00
06/18/10	Process TIC settlements (5.3)	JC	5.30	375.00	\$1,987.50
06/18/10	Work on clearing mechanic's and construction liens from title (.5)	JCS	.50	225.00	\$112.50
06/18/10	Review and revise lease assignments (1.5); update title chart (.7); review supplemental title information (.5)	JHK	2.70	350.00	\$945.00
06/18/10	Travel from New York (.0)	KAS	13.00	.00	\$0.00
06/18/10	CRO team call (.8); revise all five subscription agreements and discuss Simpson Thacher comments (3.3); letter to limited liability company settlement counsel regarding order approval changes (1.1); draft letter to TICs regarding subscription agreement (.7); letter to Simpson Thacher regarding pending appeals (.2); telephone call from State Street Trust Company regarding rollover member administration (.6)	KDS	6.70	450.00	\$3,015.00
06/18/10	Review and analyze issues relating to ERISA provisions of subscription agreement and purchase agreement and discuss the same with Mr. Stephens (3.3)	MJM	3.30	250.00	\$825.00
06/18/10	Draft tenant in common deeds and powers of attorney (2.4)	MLJ	2.40	100.00	\$240.00
06/18/10	Continue to prepare and process TIC deeds and limited powers of attorney (2.5); track status of production of same (1.1)	PLM	3.50	100.00	\$350.00

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/18/10	Telephone calls with Messrs. Byers and Lyon regarding completion of settlement documents (1.0); respond to calls from Messrs. Garrett and Kotz regarding coordination of Bancserv notary service (.4); prepare master list for separate subscription agreement mailing (1.0); conference with Ms. Chamberlin regarding status of TICs with incomplete settlement documents (2.8); update master list of settlement parties to receive deed documents (.9); coordinate replacement lease assignments with Bancserv (.2); telephone call from notaries (Janie in California and Matt Ellis in Oregon) regarding witnesses and delivery of deed documents for multiple properties (.4); telephone call to Erica McConnelly regarding stipulation for Allen's Georgian Place and prepare blank stipulation for pick-up and signature (.5); telephone calls from Messrs. Kalis and Kasak and Ms. Brutke regarding documents to sign and notary appointment (.6); prepare 33 deed packets for mailing and send updated settlement participant list to Mr. Lizar of Bancserv (1.9)	SLD	9.70	100.00	\$970.00
06/18/10	Draft tenants in common deeds and limited powers of attorney (4.7); email correspondence with Mr. Nagy, Mr. Neal, and Ms. Petrova regarding recorded memorandum of lease for Lassen House and need for updated title work regarding same (.3); work on title curative matters (1.1)	TGH	6.10	350.00	\$2,135.00
06/18/10	Review Lee e-mail regarding further sales of rollover member interests (.5)	TPP	.50	400.00	\$200.00
06/18/10	Review TIC settlement agreements and deliveries (.2); contact TICs regarding deficient settlement agreement materials (1.6); draft e-mail memorandum summarizing Section 1145 exemption research results (2.4); research and analyze effect of Office of Foreign Assets Control regulations on subscribers to security interests (.4)	VAL	4.60	150.00	\$690.00
06/19/10	Review title reports and prepare termination schedules for all projects with exceptions for TIC investors to be terminated (4.0)	AMC	4.00	100.00	\$400.00
06/19/10	Review and edit draft e-mail re invalidity of mechanic's liens filed after SEC stay order (.3)	DJP	.30	275.00	\$82.50

Invoice # 1449321

034618-15002

Page 31

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/19/10	Forward subscription agreements to working group members (1.0)	KDS	1.00	450.00	\$450.00
06/19/10	Review TIC settlement agreements and deliveries (.1)	VAL	.10	150.00	\$15.00
06/20/10	Work on clearing mechanic's/construction liens from title (3.5)	JCS	3.50	225.00	\$787.50
06/20/10	Review TIC settlement agreements and deliveries (.2); contact TICs regarding deficient settlement agreement materials (.1)	VAL	.30	150.00	\$45.00
06/21/10	Continue review of title reports and preparing termination schedules of agreements with and between Sunwest entities (3.5); conference regarding title clearance issues (.5); review settlement packages and prepare deed packages (2.0)	AMC	6.00	100.00	\$600.00
06/21/10	Telephone conferences with notaries and notary service regarding various TIC documentation issues (1.0); meeting with Mr. Stephens regarding transaction status (.3); real estate team status meeting (.5); attention to lis pendens resolutions (.5); draft additional TIC deeds and POAs (.7); work on miscellaneous TIC settlement issues (2.4)	DJP	5.40	275.00	\$1,485.00
06/21/10	Ongoing research regarding tax withholding issues (1.0); CRO team call (.8); ongoing work on alternative equity subscription agreements (1.2); ongoing work regarding HFG tax issues (.8)	IN	3.80	375.00	\$1,425.00
06/21/10	Work on completing TIC settlements (2.2)	JC	2.20	375.00	\$825.00
06/21/10	Work on clearing mechanic's/construction liens from title (9.6)	JCS	9.60	225.00	\$2,160.00
06/21/10	Memorandum to Mr. Petersen (.3); review and revise memorandum (.1); attend real estate meeting (.9); revise unassumed debt chart (.5); review curative title chart (.5)	JHK	2.30	350.00	\$805.00
06/21/10	Analyze issues related to certificates of occupancy (.7); e-mail to Mr. Kang regarding certificates of occupancy (.3); review facts and analyze issues related to title curative matters (.6); work on title curative matters (5.9)	KAS	7.50	225.00	\$1,687.50

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/21/10	Letter from and to Mr. Steinhouse regarding subscription agreement (.2); analyze potential loan modification adjustments under purchase and sale agreement for Ms. Barton and telephone call to Mr. Barton (1.0); update on real estate developments from New York meeting (.6); confer with Mr. Steinhouse regarding subscription agreement (1.0); further revisions to subscription agreement for limited liability company (1.2); letter from and to Mr. Wettlaufer regarding Atlanta licensing and review purchase agreement (.6); CRO team call (.8); letter to Simpson Thacher regarding amendment to purchase and sale agreement and indemnity (.3); letter from Oakridge counsel regarding amendment to lease (.2); letter to Mr. Zaro (.1)	KDS	6.00	450.00	\$2,700.00
06/21/10	Draft tenants in common deeds and limited powers of attorney (1.7)	MLJ	1.70	100.00	\$170.00
06/21/10	Continue to format TIC deeds (1.3); update chart of issues with titles to vehicles (.7); update on status of closing (.8; good standing update (.8); contact local jurisdiction to obtain missing certificates of occupancy (2.2)	PLM	5.80	100.00	\$580.00
06/21/10	Final review of incomplete settlement files (.6)	PWC	.60	300.00	\$180.00
06/21/10	Respond to numerous telephone calls from TIC parities requesting alternative location for notaries, withdrawing, instruction for signing, etc. (5.7); email deed packages to several TIC parties in alternative locations; e-mail replacement deeds to TIC parties (1.2); prepare deed packages and subscription agreements for 23 TIC parities and report today's address and mailing changes to BancServ representatives (3.2)	SLD	10.10	100.00	\$1,010.00
06/21/10	Analyze and review title curative results and strategies from meeting with title insurance companies and buyer's representatives (.7); work on title curative matters (2.8); letter to Keizer ground lessor regarding recorded memorandum of lease and need for estoppel certificate (.3); forward recorded Lassen House memorandum to title company and buyer representatives (.4); email correspondence with title officer Ms. Barela regarding missing CCR amendment for Canterbury Gardens property (.2)	TGH	4.40	350.00	\$1,540.00

Invoice # 1449321

034618-15002

Page 33

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/21/10	Multiple correspondence regarding appeal issues (.3)	TJC	.30	400.00	\$120.00
06/21/10	Further revision and drafting of 1940 Act registration statement (1.8)	TPP	1.80	400.00	\$720.00
06/21/10	Review TIC settlement agreements and deliveries (1.0); contact TICs regarding deficient settlement agreement materials (1.6)	VAL	2.60	150.00	\$390.00
06/22/10	Review settlement packets and prepare deed and subscription agreement packets (.5); review title reports and recorded documents for agreements to be terminated and prepare termination schedules (4.7)	AMC	5.20	100.00	\$520.00
06/22/10	Conference with Ms. Hibbs regarding additional 1940 Act research and research exemptive orders under 14(a), 18(a), and 18(c) (1.4)	CAF	1.40	150.00	\$210.00
06/22/10	Telephone conference with Mr. Chambers regarding exemptive application (.3); review samples of privacy policies (.2); analyze issues regarding exemptive application (1.2); research law regarding same (1.5); analyze issues regarding types of additional information that rollover member may require from BRE/SW Portfolio LLC (Blackstone LLC) (.4)	CDH	3.60	375.00	\$1,350.00
06/22/10	Work on TIC settlements and telephone conferences with notaries and TIC parties regarding same (2.7); attention to requested correction deed for Walter's investment in Crown Pointe (.4)	DJP	3.10	275.00	\$852.50
06/22/10	Ongoing work regarding equity settlement agreements (.9); ongoing work relating to SEC exemption application (.6)	IN	1.50	375.00	\$562.50
06/22/10	Resolve TIC settlement issues (.9)	JC	.90	375.00	\$337.50
06/22/10	Work on clearing mechanic's/construction liens from title (3.8)	JCS	3.80	225.00	\$855.00
06/22/10	Conference with Ms. Stafford regarding title issues (.3); review revised title chart (.5); e-mail to Mr. Yates (.2); conference with Mr. Petersen regarding closing issues (.2); review TIC deeds (.5)	JHK	1.70	350.00	\$595.00
06/22/10	Respond to inquiries from settling parties (.3)	JSC	.30	375.00	\$112.50

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/22/10	Work on title curative matters (1.6)	KAS	1.60	225.00	\$360.00
06/22/10	Provide documents to Ms. Cohn (.3); letter from Mr. Kennedy regarding Oakridge and response (.3); review Section 1145 of Bankruptcy Code as it relates to covenant of non-distribution in subscription agreement (.4); revise closing checklist and update (1.8); advise regarding preferred and common rollover differences (.5); correspondence from investors regarding claims (.2); provide information to investors regarding rollover (.2); correspondence from lessees of property regarding termination (.3); prepare analysis of regulatory agreements (2.3); letter from Mr. Kennedy regarding Oakridge (.3)	KDS	6.60	450.00	\$2,970.00
06/22/10	Draft tenant in common deeds and powers of attorney (.5)	MLJ	.50	100.00	\$50.00
06/22/10	Complete processing and assembling of deed packages (2.8); telephone conference with Mr. Fender regarding claim (.3); consider method to deal with transfer of vehicle titles held by bank (.9)	PLM	4.00	100.00	\$400.00
06/22/10	Telephone call from Cameron Broumand and resend replacement deeds (.3); email Mr. Lizar regarding TICs who received documents but have not heard from notary (.2); review file and respond to Mr. Jakofsky's and Ms. Stiehl's questions regarding signing documents (.5); email Mr. Petshow instructions for signing subscription agreement (.2); e-mail to and telephone call with Mr. Lyon regarding signature blocks for five properties (.4); telephone calls from Messrs. Rader and Montoya to confirm signature block for subscription agreement (.4); review Wasson Waterford, LLC file for contact at alternative location and e-mail information to Mr. Lizar (.2); telephone calls from Mr. Petshow to confirm signature (.4); e-mail Mr. Moore the outline of common and preferred stock provided by Ms. Cohn (.2); telephone calls with Ms. Smith regarding request for information on common and preferred stock (.4); telephone calls with Melissa and Odea Mitchell regarding July 1 vs. July 6 deadlines and document signing (.4); update files regarding e-mails and revised documents (5.0)	SLD	8.60	100.00	\$860.00

Invoice # 1449321

034618-15002

Page 35

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/22/10	Review title commitments and exception documents and work on title curative matters (4.1)	TGH	4.10	350.00	\$1,435.00
06/22/10	Multiple correspondence and work on title issues (.3)	TJC	.30	400.00	\$120.00
06/22/10	Research regarding rights offering as alternative to registration of subsequent issuances (1.0); further revision and drafting of 1940 Act registration statement (2.5)	TPP	3.50	400.00	\$1,400.00
06/22/10	Review TIC settlement agreements and deliveries (.1)	VAL	.10	150.00	\$15.00
06/23/10	Review title reports and recorded documents to identify agreements to be terminated and prepare termination schedules (6.5)	AMC	6.50	100.00	\$650.00
06/23/10	Research exemptive orders for sections 14(a), 18(a), and 18(c) (3.9)	CAF	3.90	150.00	\$585.00
06/23/10	Analyze issues and research law for further support for exemptive application (1.9); analyze issues and review law to determine additional information that rollover member may require from Blackstone LLC (.7)	CDH	2.60	375.00	\$975.00
06/23/10	Work on TIC settlements and telephone conferences with TICs and notaries regarding document issues (3.1); work on resolution of mechanic's liens, judgment liens and regulatory agreements (1.0); analyze and establish system for closing document distribution (.3)	DJP	4.40	275.00	\$1,210.00
06/23/10	CRO team call (.8); ongoing work on SEC exemption application (.3)	IN	1.10	375.00	\$412.50
06/23/10	Work on clearing mechanic's/construction liens from title (4.8)	JCS	4.80	225.00	\$1,080.00
06/23/10	Prepare Stayton lease assignment (.8); review revised curative title chart (.6); review Stayton deed (.2)	JHK	1.60	350.00	\$560.00
06/23/10	Work on matters relating to vehicle titles (.4)	JWW	.40	215.00	\$86.00
06/23/10	Work on certificate of occupancy matters (.2); analyze issues related to title affidavit (.6); work on title curative matters (5.2)	KAS	6.00	225.00	\$1,350.00



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Invoice # 1449321

034618-15002

Page 36

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/23/10	Continue analysis of 16 regulatory agreements (1.1); research and resolve issues raised by title company regarding Graham's Ferry (1.3); telephone call to receiver regarding claims adjustment (.1); consult regarding Oakridge settlement (.3); consult regarding Crown Pointe lease and check California law on hold-over tenant (.8); telephone call from receiver's office regarding claims (.2); check SEC files for filing of application (.3); letter from Mr. Steinhause regarding subscription agreements and revisions (1.3); CRO team call (.8)	KDS	6.20	450.00	\$2,790.00
06/23/10	Continue with phone calls to obtain certificates of occupancy for Sequoia Springs, Spring Meadows and Rose Valley (1.2); vehicle title work (.7); locate copy of Crown Pointe management sublease (.60); prepare legal descriptions for judgments (.9); research to locate addresses and other contact information for title curative issues (1.8); remail documentation to TICs (.6)	PLM	5.80	100.00	\$580.00

Invoice # 1449321

034618-15002

Page 37

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/23/10	Three e-mails with Mr. Oates clarifying the properties he settled on and documents to be signed (.6); telephone call from Mr. Reasor requesting information on common and preferred interests and e-mail him the outline (.2); telephone calls and e-mail Ms. Dorian a sample signature block and outline of common and preferred interests (.4); telephone call from Mr. Woodbury regarding delivery of deed documents for Peridot property and e-mail outline of common and preferred interests (.2); telephone calls with Mr. Blum regarding deed documents to be revised and e-mails to counterparties in Florida and New Jersey and review file (.3); telephone call from Sidney Smith reporting he has not received documents and e-mail Chris Lizar of Bancserv (.4); telephone call from Robert Mitchell requesting notary service and e-mail outline of common and preferred interests (.4); e-mail deed and subscription documents to Mr. Wasson who is on the road and let Mr. Lizar know (.4); telephone call from Betty Rogers confirming properties being settled (.2); respond to Mr. Wasson's e-mail requesting information on non-settlement property (.2); telephone call from Mr. Beary to confirm documents to sign and return (.2); telephone call to Cameron Broumand in response to e-mail from Mr. Lizar reporting the notary cannot reach the Broumands (.4); respond to e-mail from Mr. Wasson requesting information on bare land property (.3); telephone call from Susan Benner to confirm documents for signature (.2); telephone call from Mr. Pfeiffer and fax subscription agreement as requested (.4); telephone call from Melissa Mitchell confirming documents to be signed and requesting copies (.2)	SLD	7.30	100.00	\$730.00

Invoice # 1449321

034618-15002

Page 38

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/23/10	Review and revise title affidavit (1.3); forward same to Mr. Miranda (.3); email correspondence with Ms. Petrova regarding information needed from buyer with respect to consent to transfer for Cordova Estates and other facilities subject to low-income covenants (1.1); email correspondence with Mr. Bergevin regarding clearing regulatory agreements for Chris Ridge and Sunshine Village properties (.6); email correspondence with Mr. Nagy regarding need for commitment updates regarding same (.2); email correspondence with Mr. Bergevin regarding 1944 CCRs for Chris Ridge property (.6); email correspondence with Ms. Million regarding status of document execution and delivery (.2); email correspondence with Mr. Estes regarding Oakridge lease amendment (.3); work on title curative matters (1.1)	TGH	5.70	350.00	\$1,995.00
06/23/10	Review and revise TIC deeds and limited power of attorney documents (1.5); research and analyze application of California Civil Code section 1145 on hold-over tenants for the Crown Pointe facility (.2)	VAL	1.70	150.00	\$255.00
06/24/10	Continue review of title documents and preparing and revising termination schedules (7.5)	AMC	7.50	100.00	\$750.00
06/24/10	Review law and applicable 1940 Act forms for additional information that rollover member may require from Blackstone LLC (1.8); work on registration statement (1.1); telephone conference with SEC staff with additional comments on exemptive application (.3); telephone call to Mr. Chambers regarding same (.2); e-mail to working group regarding same (.2); analyze issues, review law and work on second amendment application (7.8)	CDH	11.40	375.00	\$4,275.00
06/24/10	Attention to e-mails and telephone conferences with notaries (.4); conference call with Mr. Yates and Mr. Herzog regarding regulatory agreements (.5)	DJP	.90	275.00	\$247.50
06/24/10	Ongoing work regarding TIC settlements (.5); ongoing work relating to equity subscription agreements (.6)	IN	1.10	375.00	\$412.50
06/24/10	Work on settlement issues (.9)	JC	.90	375.00	\$337.50

Invoice # 1449321

034618-15002

Page 39

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/24/10	Work on clearing mechanic's/construction liens from title (1.3)	JCS	1.30	225.00	\$292.50
06/24/10	Attend to curative title matters (.5); conference with Ms. Stafford regarding unassumed debt (.5)	JHK	1.00	350.00	\$350.00
06/24/10	Work on title curative matters (6.0)	KAS	6.00	225.00	\$1,350.00
06/24/10	Review order regarding limited liability company settlement and revise subscription agreement accordingly (1.2); letter from Mr. Wettlaufer and to Mr. Quarfordt concerning loan of vehicles (.3); advice to Simpson Thacher regarding number of rollover members (.4); letter from AON and respond regarding date of insurance coverages for rollover (.4); assist with mailing to settling limited liability company member (.5); advice to settling TIC regarding settlement papers (.4); CRO team call (.8); consult with Messrs. Wettlaufer and Conway regarding Crown Pointe (.4); outline issues regarding SWP Equity rollover (.5)	KDS	4.90	450.00	\$2,205.00
06/24/10	Provide information to Greg Nelson regarding list of properties (1.2); telephone conference with Liz at the Scappoose City Building Department to obtain equivalent to certificate of occupancy for Rose Valley Cottages (.4); investigate identity of Camelot 1 in the state of Texas (.8); resend deeds and powers of attorney to various TICs (.4); process Peridot documents for mailing to TICS (.6)	PLM	3.40	100.00	\$340.00

Invoice # 1449321

034618-15002

Page 40

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/24/10	Follow-up e-mails with Messrs. Rosenthal and Blum regarding New Jersey location and document signing and confirm same with Mr. Lizar (.5); follow-up email to Mr. Lowry to confirm delivery of documents for signing and prepare deed package to resend to alternative address (1.0); confirm with Ms. Chamberlain and Mr. Petersen the final total of TIC settling and deeds yet to be sent out (.5); work on plan for coordinating final documents; Review Mr. Lund's file and provide alternative telephone number to Bancserv (.2); respond to telephone call from Mr. Reasor (.2); telephone call to Mr. Trevers in response to his question about deed documents not yet received and e-mail Mr. Lizar regarding same (.3); respond to Mr. Oates' email (.2); telephone call from Mr. Blacker regarding subscription signature lines (.2); telephone call from Joanne Walter requesting Park Place subscription agreements and prepare same to send via overnight mail (.4); telephone calls from Reed Johnson and Todd Hayes to confirm signatures for subscription agreements of multiple properties (.4); review Gomes settlement documents and return call requesting document transferring interest to living trust (1.0); complete deed document and subscription agreement mailing to Peridot TIC parties and send BancServ an updated master list (1.5)	SLD	4.60	100.00	\$460.00
06/24/10	Conference call with Mr. Petersen and Mr. Yates regarding required transfer consents under various regulatory agreements (.5); letter to Mr. Osborne regarding recording easement amendment for Dry Creek facility (.2); review revised title affidavit from Mr. Miranda (.2); email correspondence with Mr. Miranda regarding same (.2); research regarding name and address of successor declarant for Canterbury Gardens purchase option waiver (.8); revise title affidavit (.3); forward same to Mr. Miranda (.2); research regarding Stevens Point lease and draft memorandum for same (1.7); telephone conference with Mr. Burgamy regarding Canterbury Gardens purchase right waiver (.4); work on title curative matters (.8)	TGH	5.30	350.00	\$1,855.00
06/24/10	Telephone conference with Ms. Hibbs regarding 1940 Act registration statement (.1); further revision of same (1.0); transmittal of same (.2)	TPP	1.30	400.00	\$520.00

Invoice # 1449321

034618-15002

Page 41

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/24/10	Research and analyze application of California Civil Code section 1145 on hold-over tenants for the Crown Pointe facility (5.9)	VAL	5.90	150.00	\$885.00
06/25/10	Complete title and document review for preparation of termination schedules and review and revise schedules (3.5); review title curative checklist and identify properties needing statement from homeowners associations that all fees and assessments have been paid (.8)	AMC	4.30	100.00	\$430.00
06/25/10	Work on second amended exemptive application (2.7); several telephone conference with Messrs. Chambers, Stephens and Noto regarding amended application (1.2); analyze terms of bankruptcy case (1.8); e-mail to working group with draft of second amended application (.3)	CDH	6.00	375.00	\$2,250.00
06/25/10	Attention to TIC settlement issues and telephone conferences with TIC investors and notaries regarding same (1.4)	DJP	1.40	275.00	\$385.00
06/25/10	CRO team call (.3); ongoing review and revision of amended SEC exemption application (.9); ongoing work on HFG tax issues (.6)	IN	1.80	375.00	\$675.00
06/25/10	Work on real property title issues regarding properties to be sold to Blackstone (1.9)	JBD	1.90	300.00	\$570.00
06/25/10	Work on clearing mechanic's/construction liens from title (4.6); review regulatory agreements' transfer/consent provisions (2.2)	JCS	6.80	225.00	\$1,530.00
06/25/10	Prepare TIC deeds (.4); conference with Mr. Herzog regarding curative title matters (.4)	JHK	.80	350.00	\$280.00
06/25/10	Work on title curative matters (4.2)	KAS	4.20	225.00	\$945.00
06/25/10	Draft demand letter to counsel for Crown Pointe lessee (1.0); review and revise second amendment to SEC application (1.1); advice to settling TICs regarding completion of documents (.5); consult regarding equity rollover for SWP LP (.7); letter to title company regarding Graham's Ferry and response (.8); prepare documents and letter to TIC regarding settlement (.7); CRO team call (.8); provide service papers to title company and summons, certification and letter to title company (.8)	KDS	6.40	450.00	\$2,880.00

Invoice # 1449321

034618-15002

Page 42

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/25/10	Communications with Mr. Nelson regarding extranet access and list of properties (.6); prepare Peridot deeds and limited powers of attorney for printing and mailing (.9)	PLM	1.50	100.00	\$150.00
06/25/10	Prepare deed packages to resend to Mr. Bauschelt (.8); prepare deed and subscriptions to send to Mr. Eimers (1.0); process e-mails from Messrs. Lowry and Farance regarding documents found (.4); telephone calls with Mr. Miller regarding replacement deed documents and preferred and common stock (.8); telephone call from Mr. Woodbury requesting status of Peridot documents and e-mail BancServ to confirm notary (.4); telephone calls from Mike Hallett and Michael Ruderman regarding subscription agreement and e-mail outline of common and preferred interests (.5); telephone call from Patsy Lund requesting status of Peridot documents and e-mail outline of common and preferred interests as requested (.4); telephone call from Mr. Yuddes requesting guidance for signing subscription agreement (.2); telephone calls from Messrs. Lee, Bates, and Hein to clarify yellow sheet and subscription agreement (.6); update master settlement participant list and e-mail same to Mr. Lizar of BancServ (.3)	SLD	5.40	100.00	\$540.00
06/25/10	Conference call with Messrs. Marcos, Wettlaufer, Estes, and Deines regarding Oakridge/Stevens Point (.5); research regarding and draft notice to declarant/developer and owners' association for Hawthorne Inn at Hilton Head (1.1); research regarding and draft waiver of purchase right for Canterbury Gardens facility (.7); draft memorandum of Stevens Point lease (.6); forward same and draft settlement and lease modification agreement to Messrs. Marcos, Wettlaufer, Estes, and Deines for review and comment (.3); email correspondence with Mr. Burgamy regarding Canterbury Gardens purchase option waiver (.2); email correspondence with Mr. Kennedy regarding status of receiver's approval of Stevens Point settlement agreement (.3); work on various title curative matters (1.5)	TGH	5.20	350.00	\$1,820.00

Invoice # 1449321

034618-15002

Page 43

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/26/10	Letter from HFG counsel and attachments regarding settlement and review responses from Messrs. Kennedy, Conway, Zaro and Steinhause (1.2)	KDS	1.20	450.00	\$540.00
06/26/10	Review and prepare comments on draft 1940 Act exemptive order (2.4)	TPP	2.40	400.00	\$960.00
06/27/10	Review requirements of 1940 Act reports to determine if my information will be required from Blackstone LLC (2.6); work on amendment to exemptive application (1.9); work on registration statement under 1940 Act (.4)	CDH	5.90	375.00	\$2,212.50
06/27/10	Work on clearing mechanic's/construction liens from title (2.0)	JCS	2.00	225.00	\$450.00
06/27/10	Review and assist with work relating to SEC application (.4)	TJC	.40	400.00	\$160.00
06/28/10	Finalize and distribute amended application and coordinate signing, edgarizing and filing of same (2.5); e-mail to SEC staff regarding filing (.2); work on notice of application on Form N-8A (.9); analyze whether rollover member will need additional information from Blackstone LLC (1.2); work on e-mail to working group regarding confirmation order, LLC agreements and miscellaneous matters (.8)	CDH	5.60	375.00	\$2,100.00
06/28/10	Work on TIC documentation issues (1.0); status call with opposing counsel regarding Blackstone transaction issues (2.0); work on resolution of lis pendens affecting title (2.1)	DJP	5.10	275.00	\$1,402.50
06/28/10	CRO team call (.9); prepare for HFG conference call (1.8); HFG conference call (1.5)	IN	4.20	375.00	\$1,575.00
06/28/10	Communications regarding settling TICs (.8); review judgments (1.0)	JC	1.80	375.00	\$675.00
06/28/10	Work on clearing mechanic's and construction liens from title (3.6)	JCS	3.60	225.00	\$810.00
06/28/10	Review updated title commitments (.6)	JHK	.60	350.00	\$210.00

Invoice # 1449321

034618-15002

Page 44

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/28/10	Participate in telephone conference with Simpson Thatcher regarding closing matters (1.4); revise and send letter to Blackstone regarding contract assumptions (.7); review vehicle title documents and transmit same to Simpson Thatcher (.2); review form of termination notice for operating contracts (.3)	JWW	2.60	215.00	\$559.00
06/28/10	Work on title curative matters (2.8)	KAS	2.80	225.00	\$630.00
06/28/10	Letters from Blackstone counsel regarding closing arrangements and termination of Peregrine leases (.8); review HFG proposed changes to various settlement documents (2.0); contact State Street Trust Co. regarding proposal for administration (.3); letters from Judge Velure (.4); CRO team call (1.4); confirm service on Graham's Ferry and letters to title company to confirm (1.8); telephone conference with Blackstone counsel regarding closing arrangements (1.0); review resident letter and notice of terminating vendor (.7)	KDS	8.40	450.00	\$3,780.00
06/28/10	Receive and review copies of certificates of occupancy for Rose Valley Cottages (.3); confirm addresses for Rose Valley Cottages (.4); update posting of title documents to extranet (2.1); gather information to generate list of TICS and TIC member entities for good standing certificates (3.3)	PLM	6.10	100.00	\$610.00

Invoice # 1449321

034618-15002

Page 45

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/28/10	Telephone call from Betty Madsen requesting assistance in completing subscription agreement and yellow sheet for other property (.2); telephone call from Mr. Pfeiffer regarding qualification for two witnesses and e-mail Mr. Petersen to confirm (.4); e-mail Mr. Lizar regarding Mr. Rosenthal's contact with notary (.2); telephone call with Mr. Jernigan regarding stock election and resend subscription agreement (.5); telephone call from Larry Brown requesting clarification of stock election yellow sheet and subscription agreement recently sent and e-mail outline of common and preferred interests (.3); telephone call from Mr. Trevers confirming receipt of documents and forward request for notary to Mr. Lizar (.3); telephone calls with Rod and Barbara Pfeiffer regarding their Park Place property in Spartanburg, South Carolina and discuss same with Mr. Petersen (.4); telephone call from Mr. Jergingen regarding member's signature for subscription agreement (.2); follow-up telephone call to Barbara Pfeiffer regarding Park Place -Spartenberg property which was foreclosed prior to bankruptcy (.5); telephone calls with Mr. Hart regarding outcome if he does not submit deed documents (.4); telephone call from Judy Jones requesting notary and e-mail request to Mr. Lizar (.2); follow-up email to Susan and Ronald Gomes to request again a transfer of ownership documents for trust and additional trustee signatures (.5); prepare deed and subscription package for Henry's (.6); work with Mr. Denton regarding TIC party confused about notary call (.2); telephone call from David Moore reporting withdrawal of deed for one property and confirmation of subscriptions for others (.2); telephone call from Mr. Locknar regarding lost and found deed documents (.4); telephone call from Mr. Sena regarding notary issues and subscription agreements (.2); meeting with deed and subscription agreement team regarding process for final documents (.8); telephone call from Ed Posse regarding notary issue and subscription agreement (.2); review settlement agreement file and e-mail Mr. Groves requesting he respond to Bancserv in order to notarize documents by July 1st (.3); update settlement participant list and e-mail to BancServ (.4); follow-up e-mails to Messrs. Grover and Go and to Ms. Davies regarding need to respond to notary (.5); return call to Buck Reasor (.2)	SLD	8.10	100.00	\$810.00

 PLEASE RETURN ONE COPY WITH PAYMENT
 (.2)

EMPLOYER IDENTIFICATION NUMBER: 93-0633194

THIS STATEMENT MAY NOT INCLUDE EXPENSE ITEMS FOR WHICH WE HAVE NOT YET BEEN BILLED, OR REFLECT PAYMENTS RECEIVED AFTER THE STATEMENT DATE. A LATE CHARGE OF 9% PER ANNUM (3/4% PER MONTH) WILL ACCRUE ON INVOICES UNPAID AFTER 30 DAYS.

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/28/10	Telephone conferences with Mr. Burgamy, manager of successor declarant for Canterbury Gardens, and his attorney, Mr. Rezell, regarding CCR purchase option and proposed waiver of same (.9); draft waiver of purchase right document and forward same to Mr. Rezell (1.3); research regarding status of Oakridge lease memorandum and settlement agreement (.8); e-mail correspondence with Messrs. Deines, Wettlaufer, Estes, and Marcos regarding same (.4); work on various title curative matters (.7)	TGH	4.10	350.00	\$1,435.00
06/29/10	Online research for homeowners' associations in order to clear title reports (1.2); telephone call with Mr. Beckman at Chicago Title regarding any contact information for title reports (.3); e-mails with Ms. Bernard regarding homeowners' associations (.3); review title documents for references and addresses for homeowners' associations (.6)	AMC	2.40	100.00	\$240.00
06/29/10	Research Form N-2 item 25 samples (.8)	CAF	.80	150.00	\$120.00
06/29/10	Analyze issues and draft memo regarding additional information that rollover member may need from Blackstone LLC (3.8); analyze timing and compliance issues (2.3); begin to draft compliance manual (1.2); work on audit committee charter (.6); work on Form N-8A (.2); work on agreement regarding debtor's \$100,000 capital contribution (.4)	CDH	8.50	375.00	\$3,187.50
06/29/10	Telephone conference with Chicago Title regarding clearing of lis pendens and follow up on same (1.0); title status call with Simpson Thacher (.8); attention to bankruptcy and appeal issues raised by title insurers (.7); work on related party termination agreements (1.9); work on TIC documentation issues (.5); attention to owners' association assessment reconciliations (.3)	DJP	5.20	275.00	\$1,430.00
06/29/10	Prepare for meeting with HFG representatives (2.0); attend meeting with HFG representatives to resolve HFG tax issues (3.5)	IN	5.50	375.00	\$2,062.50
06/29/10	Work on clearing title to real property (3.7)	JBD	3.70	300.00	\$1,110.00

Invoice # 1449321

034618-15002

Page 47

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/29/10	Review judgments (.8); inquiry regarding title (.2); telephone call from Mr. DeGagne regarding TIC basis issues (.3)	JC	1.30	375.00	\$487.50
06/29/10	Work on clearing mechanic's/construction liens from title (2.9)	JCS	2.90	225.00	\$652.50
06/29/10	Review updated curative title chart (.5); conference with Ms. Stafford regarding unassumed debt (.5)	JHK	1.00	350.00	\$350.00
06/29/10	Analyze issues relating to assumed liabilities (.3); work on vehicle title matters (.2)	JWW	.50	215.00	\$107.50
06/29/10	Telephone conference with Ms. Petrova, Mr. Quarfordt, Ms. Roland, and Messrs. Kang, Petersen and Herzog regarding title curative matters (1.1); e-mail to Mr. Kang regarding certificates of occupancy (.6); work on title curative matters (4.0)	KAS	5.70	225.00	\$1,282.50
06/29/10	CRO team call (.3); conference to prepare for HFG settlement meeting (1.0); revisions to confirmation order to conform to purchase and sale agreement (1.5); conference with Mr. Steinhause regarding changes to rollover limited liability company agreement (.6); conference with Mr. Steinhause regarding results of negotiations with HFG (.4); review law regarding effect of service on registered agent to persuade title company regarding Grahams' Ferry (1.3); advice to Ms. Dunn regarding deed to sidewalk and bankruptcy authority (.5); review plan of reorganization and advice regarding payment of delinquent amounts on leases and personal property debts (.9); correspond with State Street Trust Co. regarding rollover member (.3); consult regarding Buena Vista transition (.3)	KDS	7.10	450.00	\$3,195.00
06/29/10	Research tax treatment of part-sale/part-contribution transaction between partner and partnership and review the same with Mr. Noto (1.6)	MJM	1.60	250.00	\$400.00
06/29/10	Contact lenders to confirm procedure for transfer of vehicle titles upon assumption of debt by purchaser (1.0); prepare letter to Casey Lambright regarding vehicle title in Texas (.4); work on list of TICs to obtain good standing certificates (4.2); update Extranet (.9)	PLM	6.50	100.00	\$650.00

Invoice # 1449321

034618-15002

Page 48

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/29/10	Telephone call from Erin Grettenberger regarding confusion and resolution of documents for three properties (.2); telephone call from Mr. Groves regarding attempt to reach notary (.2); telephone call from Kathleen Hines regarding signatures needed for subscription agreement and question regarding property sold (.2); e-mail Mr. Petersen and Ms. Chamberlain regarding Chino Hills property question (.2); discuss Mr. Eimer's settlement documents with Mr. Petersen (.2); telephone call from and respond to Ms. Gomes regarding correct signature pages and transfer of ownership interest from trust; telephone call from Jeff Walker requesting more information on common and preferred interests and e-mail him the outline (.3); return call to Mr. Lee regarding signature for subscription agreement (.2); telephone call from Mr. Reasor regarding signatures for subscription agreement (.2); follow-up e-mail to Mr. Furnas regarding subscription documents as requested by Mr. Petersen (.3); e-mails with Mr. Lizar regarding notary for Raymon Sanchez (.2); return call to Joe Wolkowicz regarding notary and signing deed documents (.2); e-mails with Mr. Lizar regarding notary's contact with Mr. Loncar (.3); telephone call from Mr. Furnas and e-mail pdf version of subscription agreement (.3); prepare subscription agreement and e-mail to Mrs. Kurka for execution (.4); telephone call from Ms. Trevess regarding subscription agreements for five properties (.4); telephone call from Mr. Lee and prepare two subscription agreements and e-mail same for signature (.5); create spreadsheet to track executed documents returned to Tonkon and begin review of deed and subscription documents (3.2)	SLD	7.50	100.00	\$750.00

Invoice # 1449321

034618-15002

Page 49

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/29/10	Telephone conference with lender's lawyers regarding title curative matters and planning (.6); forward Canterbury Gardens waiver to title company for review (.2); draft notice letters to successor declarant and owners' association for Palm Meadows Court and Palm Meadows Village (.8); forward same to buyer's lawyers and title company representatives (.3); research regarding Remington House regulatory agreement (.8); e-mail correspondence with Ms. Koerber regarding vesting deed and lender's title policy for Remington House as proof of termination of regulatory agreement (.4); research regarding CCR notice requirements for Montclair Park and draft notices to buyer and city (1.0); forward same to buyer's lawyers and title company for review (.3); research regarding title exceptions and various title curative matters (2.1)	TGH	6.50	350.00	\$2,275.00
06/29/10	Research and analyze sufficiency of service of process on statutory agent where conflict of interests exist (4.0); discuss drafting of related party termination agreements (.2)	VAL	4.20	150.00	\$630.00
06/30/10	Continue online research and review of development documents to identify owners' associations to contact regarding status of owners assessments and fees (5.0)	AMC	5.00	100.00	\$500.00
06/30/10	Work on compliance manual, audit committee charter, code of ethics and agreement regarding initial capital (5.2); review related laws and rules (1.2); analyze issues and finalize memorandum regarding additional information rollover member may request from Blackstone LLC (.8); telephone call to SEC regarding exemptive application (.2)	CDH	7.40	375.00	\$2,775.00
06/30/10	Attention to e-mails regarding owners' associations statements of assessments (.2); analysis of related party agreement terminations with Mr. Denton (.6); telephone conference with Ms. Whittington regarding Carriage Inn quitclaim deed from Summit Accommodators (.2); telephone conferences with Washington notary regarding deed and LPOA form issues (.5); telephone conference with Mr. Shepherd regarding release of LRS Development lis pendens (.2)	DJP	1.70	275.00	\$467.50

Invoice # 1449321

034618-15002

Page 50

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/30/10	CRO team call (.8); review and revise SEC exemption application (.5); telephone call from Mr. Degone of Emeritus regarding tax accounting issues (.5)	IN	1.80	375.00	\$675.00
06/30/10	Draft form of termination of related party agreements (1.8); review title reports and analyze issues regarding clearing title and work on clearing title (5.2)	JBD	7.00	300.00	\$2,100.00
06/30/10	Input regarding notice (.5); work on transaction issue (.2)	JC	.70	375.00	\$262.50
06/30/10	Conference with Mr. Herzog regarding curative title matters (.3); review supplemental title report (.7)	JHK	1.00	350.00	\$350.00
06/30/10	Analyze and comment on amended exemption request (1.1)	JSC	1.10	375.00	\$412.50
06/30/10	Work on title curative matters (2.3)	KAS	2.30	225.00	\$517.50
06/30/10	Consult regarding rollover member agreements (1.0); continue efforts to satisfy title company regarding Graham's Ferry (1.4); CRO team call (1.4); telephone call to Mr. Gutzler regarding service of process arrangements (.3); review procedures for confirmation order and revise definition of rollover member in plan (1.2); letter to Simpson Thacher regarding closing properties (.2); consult regarding employee files (.5); telephone call from Simpson Thacher regarding closing properties (.3); letter to and from and telephone call with AON regarding insurance coverage (.5)	KDS	6.80	450.00	\$3,060.00
06/30/10	Review status of resolution of missing vehicle titles and update spreadsheet (2.3); send third party letter to James Estes to review (.2); continue to develop list for obtaining certificates of existence for TICS (3.9)	PLM	6.40	100.00	\$640.00

Invoice # 1449321

034618-15002

Page 51

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/30/10	Telephone calls with Mr. Watts regarding deadline for submitting subscription agreements (.4); return call to Mrs. Travess regarding delivery of subscription agreement (.2); exchange executed TIC documents with Mr. Fisher and return call to Ms. Cohn regarding TIC stock preferences (.5); telephone call from Mr. Posse regarding requirement for two witnesses (.2); met with Mr. Fitzwater to confirm subscription agreement signatures (.4); review executed subscription agreements and track TIC preferences (3.0); review executed deed documents and track in spreadsheet (1.4); telephone calls and e-mails to Messrs. Lowry, Wasson, Furnas and Ms. Henry Walker regarding replacement subscription agreements (1.0); e-mail replacement subscription agreement to Mr. and Mrs. Kurka (.2)	SLD	7.30	100.00	\$730.00
06/30/10	Review recorded Dry Creek easement amendment (.2); forward same to title company representatives and buyer's counsel with comments (.3); review and revise various notices in response to feedback from buyer's counsel (.4); finalize and send notices (.2); review and research various title exception matters for title curative checklist (2.6)	TGH	3.70	350.00	\$1,295.00
06/30/10	Assist in analysis of issues pertaining to draft of 1940 Act compliance (.1); work on issues regarding treatment of personal property loans and clearing titles (.2)	TJC	.30	400.00	\$120.00
06/30/10	E-mail from/to Ms. Hibbs regarding filing of Form 3's (.2)	TPP	.20	400.00	\$80.00
06/30/10	Draft related party termination agreement schedules (6.6)	VAL	6.60	150.00	\$990.00
TOTAL FEES					\$438,393.50

Timekeeper Summary

<u>TIMEKEEPER</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
Albert N. Kennedy	10.50	450.00	\$4,725.00
Anita Crowther	94.60	100.00	\$9,460.00
Carol Dey Hibbs	105.20	375.00	\$39,450.00
Craig A. Foster	19.90	150.00	\$2,985.00

Invoice # 1449321

034618-15002

Page 52

<u>TIMEKEEPER</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
David J. Petersen	98.50	275.00	\$27,087.50
F. Jackson Lewis	15.20	250.00	\$3,800.00
Haley B. Bjerk	0.50	195.00	\$97.50
Ingolf Noto	66.30	375.00	\$24,862.50
Jeanette C. Schuster	69.20	225.00	\$15,570.00
Jeanne M. Chamberlain	102.70	375.00	\$38,512.50
Jeffrey H. Keeney	46.80	350.00	\$16,380.00
Jeffrey S. Cronn	36.80	375.00	\$13,800.00
Jeffrey W. Woodcox	10.90	215.00	\$2,343.50
Justin B. Denton	65.20	300.00	\$19,560.00
Kenneth D. Stephens	179.60	450.00	\$80,820.00
Kimberlee A. Stafford	84.40	225.00	\$18,990.00
Matthew L. Joseph	24.70	100.00	\$2,470.00
Michael J. Millender	21.50	250.00	\$5,375.00
Patricia L. Miller	110.10	100.00	\$11,010.00
Paul W. Conable	19.40	300.00	\$5,820.00
Sandra L. Dennis	158.10	100.00	\$15,810.00
Theodore G. Herzog	115.20	350.00	\$40,320.00
Thomas P. Palmer	25.50	400.00	\$10,200.00
Timothy J. Conway	24.70	400.00	\$9,880.00
Vanessa A. Lee	127.10	150.00	\$19,065.00
TOTALS	1,632.60		\$438,393.50

CURRENT CHARGES

\$438,393.50



1600 Pioneer Tower
888 SW Fifth Avenue
Portland, Oregon 97204
503.221.1440

July 16, 2010

Invoice No. 1449317
Matter No. 034618-16002

Stayton SW Assisted Living, L.L.C.
c/o Shirley Dunn
Hamstreet & Associates
c/o SunWest Management, Inc.
P.O. Box 3006
Salem, OR 97302-0006

STATEMENT FOR PERIOD THROUGH 6/30/10

FOR LEGAL SERVICES RENDERED: Appeal of 12-22-09 Substantive Consolidation Order

Time Detail

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/30/10	Review email correspondence related to appeal (.2)	RRA	.20	275.00	\$55.00
06/30/10	Correspondence from Mr. Westwood (.2); draft correspondence to Mr. Westwood regarding appeals (.5); correspondence from and to Mr. Elsaesser and Ms. MacLean (.1); review additional correspondence regarding appeals (.1); review motion for extension of time to file brief by Centerline (.1); draft correspondence regarding opposition to motion (.2)	TJC	1.20	400.00	\$480.00
TOTAL FEES					\$535.00

Timekeeper Summary

<u>TIMEKEEPER</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
Robyn E. Ridler Aoyagi	0.20	275.00	\$55.00
Timothy J. Conway	1.20	400.00	\$480.00
TOTALS	1.40		\$535.00

CURRENT CHARGES \$535.00



1600 Pioneer Tower
888 SW Fifth Avenue
Portland, Oregon 97204
503.221.1440

July 16, 2010

Invoice No. 1449322
Matter No. 034618-17002

Stayton SW Assisted Living, L.L.C.
c/o Shirley Dunn
Hamstreet & Associates
c/o SunWest Management, Inc.
P.O. Box 3006
Salem, OR 97302-0006

STATEMENT FOR PERIOD THROUGH 6/30/10

FOR LEGAL SERVICES RENDERED: Appeal by Marvin Calhoun, dba Calhoun's Hawthorne Gardens, LLC

Time Detail

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/03/10	Review Calhoun's motion and memorandum regarding oral argument (.1)	TJC	.10	400.00	\$40.00
06/04/10	Advise on Calhoun appeal issue (.2)	RRA	.20	275.00	\$55.00
06/07/10	Review TICs' response to Calhoun's appellate motion to disqualify attorney Schleicher (.2); check docket (.1)	RRA	.30	275.00	\$82.50
06/18/10	Review Court orders denying motion to dismiss, granting motion to intervene, denying motion to expedite, and deferring motion to disqualify counsel (.2)	RRA	.20	275.00	\$55.00
TOTAL FEES					\$232.50

Timekeeper Summary

<u>TIMEKEEPER</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
Robyn E. Ridler Aoyagi	0.70	275.00	\$192.50
Timothy J. Conway	0.10	400.00	\$40.00
TOTALS	0.80		\$232.50

CURRENT CHARGES \$232.50



1600 Pioneer Tower
888 SW Fifth Avenue
Portland, Oregon 97204
503.221.1440

Invoice # 1449322

034618-17002

Page 2

PAYMENTS RECEIVED (\$1,678.00)

PLEASE PAY THIS AMOUNT \$1,644.50

Statement of Account

01/14/10	Invoice #	1443486	\$280.50
02/15/10	Invoice #	1444331	\$27.00
04/12/10	Invoice #	1446269	\$419.50
05/11/10	Invoice #	1447293	\$547.50
06/14/10	Invoice #	1448343	\$137.50
TOTAL			\$1,412.00

PLEASE RETURN ONE COPY WITH PAYMENT

EMPLOYER IDENTIFICATION NUMBER: 93-0633194

THIS STATEMENT MAY NOT INCLUDE EXPENSE ITEMS FOR WHICH WE HAVE NOT YET BEEN BILLED, OR REFLECT PAYMENTS RECEIVED AFTER THE STATEMENT DATE. A LATE CHARGE OF 9% PER ANNUM (3/4% PER MONTH) WILL ACCRUE ON INVOICES UNPAID AFTER 30 DAYS.



1600 Pioneer Tower
888 SW Fifth Avenue
Portland, Oregon 97204
503.221.1440

July 16, 2010

Invoice No. 1449323
Matter No. 034618-20002

Stayton SW Assisted Living, L.L.C.
c/o Shirley Dunn
Hamstreet & Associates
c/o SunWest Management, Inc.
P.O. Box 3006
Salem, OR 97302-0006

STATEMENT FOR PERIOD THROUGH 6/30/10

FOR LEGAL SERVICES RENDERED: Appeal of Order Approving PSA

Time Detail

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/01/10	Exchange e-mail correspondence concerning course of action on appeal of sale order (.2)	ANK	.20	450.00	\$90.00
06/03/10	Review issues regarding appeal and advise regarding same (.2)	TJC	.20	400.00	\$80.00
06/04/10	Review preliminary documents regarding new appeal (.3)	RRA	.30	275.00	\$82.50
06/08/10	Review report filed by Ms. Kosydar relating to appeal and submission to Ninth Circuit mediation (.2); analyze course of action concerning motion to dismiss appeal (.3)	ANK	.50	450.00	\$225.00
06/08/10	Review email correspondence regarding transcripts (.2); confer on moving to dismiss appeal as not involving a final order (.2)	RRA	.40	275.00	\$110.00
06/08/10	Review and analyze appeal issues and course of action (.3)	TJC	.30	400.00	\$120.00
06/14/10	Research and draft motion to dismiss appeal for lack of jurisdiction (4.2)	RRA	4.20	275.00	\$1,155.00
06/15/10	Research and draft motion to dismiss appeal for lack of jurisdiction (5.1)	RRA	5.10	275.00	\$1,402.50
06/16/10	Research and draft motion to dismiss appeal for lack of jurisdiction (4.8)	RRA	4.80	275.00	\$1,320.00
06/17/10	Review and revise brief in support of dismissal (.5)	ANK	.50	450.00	\$225.00

PLEASE RETURN ONE COPY WITH PAYMENT

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034618-20002

Page 2

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
06/17/10	Review and revise motion to dismiss appeal (.3)	TJC	.30	400.00	\$120.00
06/18/10	Finalize and file motion to dismiss for lack of jurisdiction (1.3)	RRA	1.30	275.00	\$357.50
06/18/10	Further revisions to motion to dismiss appeal (.2)	TJC	.20	400.00	\$80.00
06/30/10	Review response to motion to dismiss (.2); finalize letter to mediator responding to 6/21/10 order (.2); review email correspondence regarding appeal (.1);	RRA	.50	275.00	\$137.50
TOTAL FEES					\$5,505.00

Timekeeper Summary

<u>TIMEKEEPER</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
Albert N. Kennedy	1.20	450.00	\$540.00
Robyn E. Ridler Aoyagi	16.60	275.00	\$4,565.00
Timothy J. Conway	1.00	400.00	\$400.00
TOTALS	18.80		\$5,505.00

CURRENT CHARGES

\$5,505.00